

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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:
In re : **Chapter 11 Case No.**
:
LEHMAN BROTHERS HOLDINGS INC., et al., : **08-13555 (JMP)**
:
Debtors. : **(Jointly Administered)**
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**APPLICATION OF BLAKE DAWSON
FOR AN AWARD OF COMPENSATION AND
REIMBURSEMENT OF EXPENSES
FOR THE PERIOD 1 AUGUST 2010 TO 30 AUGUST 2010**

Name of Applicant: Blake Dawson

Authorised to provide professional services to: The estates of Lehman Brothers Holdings, Inc. et al., as ordinary course professionals

Date of retention: 8 July 2010

Monthly fees sought for payment: A\$269,933.45 (US\$265,455.79)

Exchange rate: 1 A\$ = 0.983412 US\$ - 8 October 2010

Monthly disbursements sought for payment: A\$4,445.22 (US\$4,371.48)

Fees (incurred in preparing application – incurred in September): A\$5,940.00 (US\$5,841.47)

Total amount sought for payment: A\$280,318.67 (US\$275,668.74)

Name	Position	Hourly rate ¹	Total hours billed	Total	Time records submitted
Bill Cannon	Partner	\$995.00	1:00	\$995.00	Yes
Teresa Dyson	Partner	\$990.00	0:10	\$165.00	Yes

¹ The stated applicable hourly rates are in accordance with Blake Dawson's ordinary and customary rates in similar matters for similar clients in effect on the dates services were rendered and are quoted in Australian Dollars.

John Field	Partner	\$750.00	2:30	\$1,875.00	Yes
Bronwyn Kirkwood	Senior Associate	\$700.00	1:05	\$758.35	Yes
Steven Paterson	Senior Associate	\$640.00	12:38	\$8,085.30	Yes
Stephen Skinner	Partner	\$600.00	141:35	\$84,950.00	Yes
Jock O'Shea	Partner	\$600.00	48:19	\$28,990.00	Yes
Emma Block	Senior Foreign Associate	\$520.00	113:15	\$58,889.85	Yes
Tae Royle	Senior Associate	\$520.00	0:30	\$260.00	Yes
Gavin Scott	Senior Associate	\$520.00	0:50	\$433.35	Yes
David Smith	Lawyer	\$400.00	98:45	\$39,499.95	Yes
Andrew Gay	Lawyer	\$400.00	1:20	\$533.35	Yes
Camilla Kraj-Krajewski	Lawyer	\$320.00	12:00	\$3,840.00	Yes
Chloe McIlroy	Lawyer	\$320.00	119:55	\$38,373.30	Yes
Milos Vaskovic	Lawyer	\$320.00	5:00	\$1,600.00	Yes
Michael Rice	Lawyer	\$300.00	0:20	\$100.00	Yes
Emily Keys	Graduate	\$260.00	2:15	\$585.00	Yes
			561:27	A\$269,933.45 (US\$265,455.79)	

Time spent in preparing fee application: 14.5 hours

Name	Position	Hourly rate	Total hours billed	Total	Time records submitted
Stephen Skinner	Partner	\$600.00	2:30	\$2,100.00	Yes
Chloe McIlroy	Lawyer	\$320.00	12:00	\$3,840.00	Yes
			14.5	A\$5,940.00 (US\$5,841.47)	

Time spent in preparing fee application included in total hours in application: Yes

Dollar value of time spent in preparing fee application if compensation is sought: A\$5,940.00

(US\$5,841.47)

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re : **Chapter 11 Case No.**
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LEHMAN BROTHERS HOLDINGS INC., et al., : **08-13555 (JMP)**
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Debtors. : **(Jointly Administered)**
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**APPLICATION OF BLAKE DAWSON
FOR AN AWARD OF COMPENSATION AND
REIMBURSEMENT OF EXPENSES
FOR THE PERIOD 1 AUGUST 2010 TO 30 AUGUST 2010**

The law firm of Blake Dawson, authorised to provide legal services as Ordinary Course Professionals to Lehman Brothers Holdings, Inc. (**LBHI**) and its affiliated debtors in the above captioned chapter 11 cases (together referred to as **Lehman** or the **Debtors**), makes this application pursuant to sections 330 and 331 of chapter 11 of Title 11 of the United States Code, 11 U.S.C. § 101 et seq. (**Bankruptcy Code**), and the Amended Order Pursuant to Sections 105(a), 327, 328 and 330 of the Bankruptcy Code Authorizing the Debtors to Employ Professionals Utilized in the Ordinary Course of Business, dated March 25, 2010 (**Ordinary Course Professional Order**), for an award of compensation for professional services rendered to the Debtors (**Application**) in the amount of A\$269,933.45 (US\$265,455.79), incurred during the period 1 August 2010 through 30 August 2010 (**Period**), and reimbursement of disbursements incurred during the Period in the amount of A\$4,445.22 (US\$4,371.48) and fees incurred in September for preparing this application of A\$5,940.00 (US\$5,841.47), for a total award of compensation and reimbursement of disbursements of A\$280,318.67 (US\$275,668.74).

INTRODUCTION

- 1) On September 15, 2008 and periodically thereafter (**Commencement Date**), LBHI and certain of its subsidiaries filed voluntary cases under chapter 11 of the Bankruptcy Code. The Debtors' chapter 11 cases have been consolidated for procedural purposes only and are being jointly administered pursuant to Rule 1015(b) of the Federal Rules of Bankruptcy Procedure (**Bankruptcy Rules**). The Debtors are authorised to operate their businesses and manage their properties as debtors-in-possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.
- 2) Due to the scope of the Debtors' business, on October 13, 2008, the Debtors' filed a motion (**Ordinary Course Professional Motion**) seeking authorisation pursuant to sections 105(a), 327, 328 and 330 of the Bankruptcy Code, to retain, *nunc pro tunc* to the Commencement Date, professionals utilised in the ordinary course of business (**Ordinary Course Professionals**) without the submission of separate retention applications and the issuance of separate retention orders for each individual professional.
- 3) The Ordinary Course Professional Motion was granted by Order dated November 5, 2008 and was amended on March 25, 2010 (**Ordinary Course Professional Order**). The Ordinary Course Professional Order outlines the procedures that all Ordinary Course Professionals must follow in order to receive compensation and reimbursement of expenses for services provided to the Debtors. With respect to any Ordinary Course Professional seeking compensation in excess of US\$150,000 in any given month, the Ordinary Course Professional Order provides, in pertinent part:

"that in the event that an Ordinary Course Professional seeks more than \$150,000 per month, that professional will be required to file a fee application for the full amount of its fees and expenses for that month in accordance with sections 330 and 331 of the Bankruptcy Code, the [Bankruptcy Rules], the Local Bankruptcy Rules for the Southern District of New York, the Fee Guidelines promulgated by the US Trustee, and any and all orders of the Court..."

A copy of the Ordinary Course Professional Order, as amended on March 25, 2010, with exhibits, is annexed hereto as Annexure "A".

- 4) On 16 July 2010, the Debtors filed the Notice of Fifty-Fifth Supplemental List of Ordinary Course Professionals (**Ordinary Course Professional Application**) with the United States Bankruptcy Court Southern District of New York listing Blake Dawson as an Ordinary Course Professional and attaching thereto the relevant Ordinary Course Professional Affidavit and Retention Questionnaire. Because no objections were timely filed with respect to such notice, the retention, employment, and compensation of Blake Dawson was deemed approved pursuant to sections 327 and 328 of the Bankruptcy Code without the need for a hearing and without further order from the Court.
- 5) This Application is made by Blake Dawson for an allowance of fair and reasonable compensation for professional services rendered by it on behalf of the Debtors during the Period, consistent with the results achieved, the time, labour and expertise brought to bear on the problems presented and other related factors and for reimbursement of actual and necessary out-of-pocket expenses incurred in the rendition of such professional services during the Period. The amounts sought for compensation for professional services are at hourly rates customarily charged by Blake Dawson for legal services rendered by the respective professionals and are in line with the rates charged by similar firms operating in a competitive market for legal services.
- 6) For the convenience of the Court, a summary of the total hours worked during the period by each professional and paraprofessional for whose services compensation is being sought, together with a recitation of the hourly billing rate (quoted in Australian dollars) for each person and the total compensation sought for each person's services is annexed hereto as Annexure "B".
- 7) The professional services for which compensation is sought were rendered in the ordinary course of the Debtors' business and solely on behalf of LBHI and its debtor affiliates.
- 8) Blake Dawson regularly maintains records of time expended in the rendition of all professional services and records of costs and expenses incurred on behalf of the Debtors.

These records were made substantially concurrently with the rendition of the professional services. All such records are available for inspection. A copy of the time records, in chronological order and segregated by individual matter, relating to Blake Dawson's representation of the Debtors during the Period, is annexed hereto as Annexure "C"

BACKGROUND

The Debtors

- 9) Prior to the events leading up to these chapter 11 cases, Lehman was the fourth largest investment bank in the United States. For more than 150 years, Lehman has been a leader in the global financial markets, serving the financial needs of corporations, governmental units, institutional clients and individuals worldwide. Its headquarters in New York and regional headquarters in London and Tokyo are complemented by a network of offices in North America, Europe, the Middle East, Latin America and the Asia Pacific Region.
- 10) Additional information regarding the Debtors' businesses, capital structures and the circumstances leading to chapter 11 filings is contained in the Affidavit of Ian T. Lowitt pursuant to rule 1007-2 of the Local Bankruptcy Rules for the Southern district of New York in Support of the First-Day Motions and Applications, filed on September 15, 2008 [Docket No.2].

Blake Dawson

- 11) Blake Dawson is a full-service Australian law firm with a broad-based general practice centring on corporate, banking, litigation, mining and other major business practice areas.

SUMMARY OF SERVICES RENDERED BY BLAKE DAWSON DURING THE PERIOD

Advice on Australian law

- 12) Blake Dawson advised generally on the Australian law aspects of the credit and security arrangements relating to a termination and settlement agreement (**TSA**) dated 25 June 2010 (as amended by amendment agreements dated 17 August 2010 and 31 August 2010) entered into among Norton Gold Fields Limited (**NGF**), Norton Gold Holdings Pty Ltd (**NGH**), Paddington Gold Pty Ltd (**Paddington**), Norton Gold Mine Pty Ltd (**NGM**)

(Original Norton Group Companies) and Lehman Brothers Commercial Corporation (LBCC), entered into by LBCC pursuant to the Order Pursuant to Sections 105 and 365 of the Bankruptcy Code to Establish Procedures for the Settlement or Assumption or Assignment of Prepetition Derivative Contracts (Docket No. 2257 and, as supplemented by Docket Nos. 2557, 5292, and 5544).

- 13) In 2007, NGF issued convertible notes (due August 2011) (**Original Note Issue**). The Original Note Issue is secured by a package of security documents granted by the Original Norton Group Companies, including: a first priority fixed and floating charge over all of the Original Norton Group Companies' present and future rights, properties and undertakings in Australia and a first priority mortgage over all core mining tenements held by Paddington in Western Australia (**Current Security Documents**)
- 14) In connection with the TSA, NGF issued a senior secured promissory note dated 3 September 2010 (**New Note**) which was secured by (i) the Current Security Documents and (ii) a new package of security documents granted by the Norton Group Companies.
- 15) Blake Dawson advised generally on the appropriate additional security to take over the assets of Mt Morgan Mine Pty Ltd, Norton Coal Pty Ltd and Bellamel Pty Ltd as well as NGF, NGH, NGM and Paddington (**Norton Group**), including advice as to the mining tenements over which the new mining mortgage should be registered.
- 16) Blake Dawson drafted five amendment deeds in order to vary the terms of each of the following Current Security Documents (including making amendments to ensure that the documents were consistent with the New Note).
- 17) Blake Dawson also drafted four additional security documents to give effect to the requirement under the TSA that the New Note should be secured by first priority liens on substantially all the assets of the Norton Group.
- 18) Blake Dawson advised LBHI generally with respect to the form and content of the documents referred to above. The work involved in preparing the security documents was considerable because the Norton Group is the registered holder of over 300 mining tenements and has an interest in numerous other tenements. Many of the tenements are

subject to prior interests protected by caveat. A considerable amount of time was spent in negotiating with the Norton Group over which tenements would, for various reasons, be excluded from the secured property. The outcome is that over 200 mining tenements are subject to the security documents.

- 19) Blake Dawson liaised extensively with Hopgood Ganim (Australian law firm acting for the Norton Group) and Jones Day (attorneys) in relation to the tenement list provided by Hopgood Ganim for the purpose of preparing the security documents referred to above, conducted searches of the tenements contained therein and reviewing the contents of the searches and other documents referred to above.
- 20) Blake Dawson (with Jones Day) negotiated the forms of the amendment documents and the additional security documents with Hopgood Ganim. Blake Dawson also participated in protracted negotiations on intercreditor issues arising between the holder of the New Note and the holders of convertible notes issued under the Convertible Note Deed.
- 21) Blake Dawson advised LBHI as to the procedures for the granting and registration of security over Western Australian and Queensland assets and liaised with the Department of Mines and Petroleum (WA) and Department of Employment, Economic Development and Innovation (QLD) in relation to issues arising from the same.
- 22) Blake Dawson liaised with the solicitor acting for the liquidator of Lehman Brothers Australia Limited (In liquidation) (previously called Grange Securities Limited) in relation to the execution of documents by the liquidator.
- 23) Blake Dawson advised on existing native title compensation agreements, conducted searches of native title claims registered against the relevant tenements and reviewed and provided advice on the nature and extent of the impact of native title on the tenements with respect to the security documents.
- 24) Blake Dawson assisted with the execution of the documents and is attending to the registration of the security documents with ASIC, the Department of Mines and Petroleum (WA) and Department of Employment, Economic Development and Innovation (QLD), as applicable.

25) Blake Dawson prepared a closing opinion as to the enforceability under relevant Australian law of the amendment deeds and the security documents referred to above.

SERVICES

26) Professional services rendered by Blake Dawson have necessarily been time consuming. However, all of the services for which compensation has been requested were rendered in connection with the performance by Blake Dawson of the duties prescribed for it under the Ordinary Course Professional Application made by Blake Dawson dated 8 July 2010.

27) Blake Dawson believes that the award of compensation requested in this Application is fair and reasonable. Blake Dawson requests that this Court award all fees sought in this Application at Blake Dawson's normal hourly rates, the total value of which is A\$269,933.45 (US\$265,455.79) plus A\$5,940 (US\$5,841.47) (the cost of preparing this application).

DISBURSEMENTS

28) Blake Dawson is also requesting reimbursement for actual and necessary expenses incurred on behalf of the Debtors during the Period in the amount of A\$4,445.22 (US\$4,371.48). The total amount of compensation for legal services rendered and reimbursement of disbursements totals A\$269,933.45 (US\$265,455.79) plus A\$4,445.22 (US\$4,371.48) and plus the fees incurred in September for preparing this application being A\$5,940.00 (US\$5,841.47).

The aggregate of the amounts of A\$269,933.45 (US\$265,455.79), A\$4,445.22 (US\$4,371.48) and A\$5,940.00 (US\$5,841.47) is A\$280,318.67 (US\$275,668.74).

STANDARDS FOR ALLOWANCE OF COMPENSATION

29) Blake Dawson submits that for the reasons set forth above, the professional services rendered by Blake Dawson on behalf of the Debtors during the Period were necessary and reasonable.

30) Section 330 of the Bankruptcy Code authorises compensation for reimbursement of expenses of professionals in cases arising under the Bankruptcy Code and provides, in pertinent part, as follows:

- (a) (1) After notice to the parties in interest and the United States Trustee and a hearing, and subject to sections 326, 328 and 329, the court may award to...a professional person employed under section 327 or 1103 –
 - (A) reasonable compensation for actual, necessary services rendered by ... professional person, or attorney and by any paraprofessional person employed by any such person; and
 - (B) reimbursement for actual necessary expenses.
- (2) The court may, on its own motion or on the motion of the United States Trustee, the United States Trustee for the district or the Region, the trustee for the estate, or any other party in interest, award compensation that is less than the amount of compensation that is requested.
- (3) In determining the amount of reasonable compensation to be awarded, the court shall consider the nature, the extent, and the value of such services, taking into account all relevant factors, including –
 - (A) the time spent on such services;
 - (B) the rates charged for such services;
 - (C) whether the services were necessary to the administration of, or beneficial at the time at which the service was rendered toward the completion of, a case under this title;
 - (D) whether the services were performed within a reasonable amount of time commensurate with the complexity, importance, and nature of the problem, issue or task addressed; and
 - (E) with respect to a professional person, whether the person is board certified or otherwise has demonstrated skill and experience in the bankruptcy field;
 - (F) whether the compensation is reasonable based on the customary compensation charged by comparably skilled practitioners in cases other than cases under this title.

31) As noted in In re Guyana Dev. Corp., 201 B.R. 462 (Bankr. S.D. Tex 1996), Bankruptcy Code section 330(a)(3) is a codification of the factors set forth in Johnson v. Georgia Highway Express Inc., which provided guidelines for evaluating fee applications. See Johnson, 448 F.2d 714 (5th Cir. 1974) (evaluating fee applications based on (1) time and labour required; (2) novelty and difficulty of questions presented; (3) skill required to perform legal services properly; (4) preclusion of other employment due to acceptance of case; and (5) the customary fee paid for such services in the same legal market).

32) As set forth below, under the standards set forth in the Bankruptcy Code section 330(a) and related case law, Blake Dawson's representation of the Debtors warrants payment of its fees and reimbursement of its expenses.

(a) Time and labour required

The time and labour required to represent the Debtors during the Period has been significant. As stated above, Blake Dawson has expended 561:27 hours in its representation of the Debtors during the Period. All of the time spent by Blake Dawson in these cases was necessary and appropriate and benefitted the Debtors, their estates, their creditors and other parties in interest. Blake Dawson submits that it has represented the Debtors in an efficient, timely and cost effective manner. The matters handled by Blake Dawson and the efforts undertaken by Blake Dawson in the representation of the Debtors are fully set forth above and in the time entries annexed hereto.

(b) Novelty and difficult

The issues presented in this case were novel, complex and difficult, requiring thorough attention and substantial firm resources.

(c) Skills requisite to perform legal services properly

The experience, knowledge, and expertise of the various Blake Dawson professionals and paraprofessionals representing the Debtors in these cases have facilitated and expedited the results achieved. Blake Dawson believes that its expertise in the areas of banking and finance, mining and native title has

substantially contributed to the results achieved. Providing transaction advice in matters such as these to large debtors is a specialised practice that requires substantial expertise in various areas of the law, such as that provided by Blake Dawson in this matter.

(d) Preclusion of other employment

Blake Dawson's representation of the Debtors in this matter took time and effort that was not therefore available to provide comparable services to other current or potential clients.

(e) Customary fee paid for such legal services

Blake Dawson submits that the fee it seeks is not unusual given the size and complexity of the Debtors' business, the benefits conferred on the Debtors' estates, the time expended and is commensurate with what other attorneys of comparable experience and expertise charge on a regular basis. The hourly rates charged by Blake Dawson for the services performed are the hourly rates regularly charged by Blake Dawson in other similar matters and Blake Dawson submits that they are comparable to the customary charges of other professionals and paraprofessionals with similar degrees of skill and expertise operating in a similar market.

(f) Experience, reputation and ability

Blake Dawson believes that its professionals who performed services for the Debtors have an excellent reputation for their skill, quality, integrity and ability. Blake Dawson's professionals have significant experience in matters of this nature and regularly represent companies similar to the Debtors on similar transactions.

DETERMINATION OF BLAKE DAWSON'S FEES AND EXPENSES

33) Blake Dawson has used its existing hourly rate structure and has calculated its request for compensation by multiplying the number of hours of time spent on services rendered on behalf of the Debtors by the hourly rate assigned to each attorney or paraprofessional rendering such services. Blake Dawson submits that the fees sought herein are customary and based on its normal criteria in matters of this type.

34) Blake Dawson believes that the fair and reasonable value of its professional services rendered during the Period is A\$269,933.45 (US\$265,455.79). Based upon the total time expended and Blake Dawson's standard hourly rates, Blake Dawson believes the compensation requested herein to be reasonable and appropriate.

35) Blake Dawson also seeks reimbursement of its actual, reasonable and necessary out-of-pocket expenses in the aggregate amount of A\$4,445.22 (US\$4,371.48). These expenses were incurred during the course of rendering professional services on behalf of the Debtors during the Period.

CONCLUSION

36) Blake Dawson respectfully requests that this Court enter an order substantially in the form attached as Annexure "D" approving A\$274,378.67 (US\$269,827.27) plus A\$5,940 (US\$5,841.47) (the cost of preparing this application) as the fair and reasonable value of its actual and necessary professional services rendered by Blake Dawson to the Debtors during the Period. The total amount claimed is A\$280,318.67 (US\$275,668.74).

Blake Dawson
Level 32
Exchange Plaza
2 The Esplanade
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Ordinary Course Professionals for
Lehman Brothers Holdings, Inc. *et al.*,
Debtors-in-Possession

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re : **Chapter 11 Case No.**
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LEHMAN BROTHERS HOLDINGS INC., et al., : **08-13555 (JMP)**
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**STATEMENT PURSUANT TO FEDERAL RULE
OF BANKRUPTCY PROCEDURE 2016(b)**

- 1) I am a partner of Blake Dawson, Ordinary Course Professionals for Lehman Brothers Holdings, Inc. (LBHI) and its affiliated Debtors in the above referenced chapter 11 cases (collectively referred to as **Lehman** or the **Debtors**), and the partner in charge of the matter.
- 2) Blake Dawson submits that all of the professional services for which the annexed Application is made have been rendered solely for the benefit of the Debtors' estate and its creditors.
- 3) No agreement exists between Blake Dawson and any other person, firm or entity concerning the compensation or reimbursement received as a result of this case.

- 4) Blake Dawson has received no retainer in the cases and has made no agreements with the Debtors for compensation or reimbursement.
- 5) Blake Dawson has received no transfer, assignment or pledge of property of the Debtors' estate except pursuant to an Order of the Court for compensation.

Perth, Western Australia
Dated: 6 October 2010

Respectfully submitted,

Blake Dawson



Stephen Peter Skinner
Partner
Blake Dawson

Level 32
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2 The Esplanade
Perth, Western Australia 6000
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Ordinary Course Professionals
for Lehman Brothers Holdings, Inc., *et al.*
Debtors in Possession

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Ordinary Course Professionals for
Lehman Brothers Holdings, Inc. *et al.*,
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**UNITED STATES BANKRUPTCY COURT
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CERTIFICATION OF PROFESSIONAL

Stephen Peter Skinner, a partner of the firm Blake Dawson (**Applicant**), an Australian law firm authorised to provide legal services as Ordinary Course Professionals to Lehman Brothers Holdings, Inc. (**LBHI**), and its affiliated debtors in the above-captioned cases and partner in charge of this matter, hereby certifies as follows:

- 1) I have read the foregoing application (**Application**);
- 2) To the best of my knowledge, information and belief, formed after reasonable inquiry, the Application substantially complies with the United States Trustee Fee Guidelines - Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. 330 (**UST Guidelines**) and the Administrative Order No.

389 - RE: Amended Guidelines for Fees and Disbursements for Professionals in the
Southern District of New York Bankruptcy Cases (**Amended Guidelines**);

- 3) To the best of my knowledge, information and belief, formed after reasonable inquiry, except to the extent that fees or disbursements are prohibited by the Amended Guidelines or the UST Guidelines, the fees and disbursements sought in the Application are billed at rates and in accordance with practices customarily employed by the Applicant and generally accepted by the Applicant's clients;
- 4) LBHI has been provided with a copy of the Application prior to the date set by the Court or any applicable rules for filing fee applications, has reviewed the Application and has approved it; and
- 5) In providing a reimbursable service, the Applicant does not make a profit on the service, whether the service is performed by the Applicant in-house or through a third party.

Perth, Western Australia
Dated: 6 October 2010

Respectfully submitted,

Blake Dawson



Stephen Peter Skinner
Partner
Blake Dawson

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Ordinary Course Professionals
for Lehman Brothers Holdings, Inc., *et al.*
Debtors in Possession

Annexure A – Ordinary Course Professional Order

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re : Chapter 11 Case No.
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LEHMAN BROTHERS HOLDINGS INC., *et al.* : 08-13555 (JMP)
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THIRD AMENDED ORDER PURSUANT TO SECTIONS
105(a) AND 331 OF THE BANKRUPTCY CODE AND BANKRUPTCY
RULE 2016(a) ESTABLISHING PROCEDURES FOR INTERIM MONTHLY
COMPENSATION AND REIMBURSEMENT OF EXPENSES OF PROFESSIONALS

Upon the proposed amended order filed June 13, 2009 (the “Third Amended Order”), of Lehman Brothers Holdings Inc. and its affiliated debtors in the above-referenced chapter 11 cases, as debtors and debtors-in-possession (collectively, the “Debtors” and, together with their non-debtor affiliates, “Lehman”), pursuant to sections 105(a) and 331 of chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”) and Rule 2016(a) of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), to establish procedures for interim monthly compensation and reimbursement of expenses of professionals (the “Professionals”), all as more fully described in the Debtors’ Motion Pursuant to Sections 105(a) and 331 of the Bankruptcy Code and Bankruptcy Rule 2016(a) for Authorization to Establish Procedures for Interim Monthly Compensation and Reimbursement of Expenses of Professionals, dated October 11, 2008 (the “Motion”) [Docket No. 833] and the notice of presentment of the proposed Third Amended Order; and the Court having jurisdiction to consider the proposed Third Amended Order and the relief requested therein in accordance with 28 U.S.C. §§ 157 and 1334 and the Standing Order M-61 Referring to Bankruptcy Judges for the Southern District of New York Any and All Proceedings Under Title 11, dated July 10, 1984 (Ward, Acting C.J.); and

consideration of the Motion and the proposed Third Amended Order and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the proposed Third Amended Order having been provided in accordance with the procedures set forth in the amended order entered February 13, 2009 governing case management and administrative procedures [Docket No. 2837] to (i) the United States Trustee for the Southern District of New York; (ii) the attorneys for the Official Committee of Unsecured Creditors; (iii) the Securities and Exchange Commission; (iv) the Internal Revenue Service; (v) the United States Attorney for the Southern District of New York; and (vi) all parties who have requested notice in these chapter 11 cases, and it appearing that no other or further notice need be provided; and the Court having entered an amended order, dated March 13, 2009 (the “Second Amended Order”)[Docket No. 3102], governing the procedures for interim monthly compensation and reimbursement of expenses of professionals; and the Court concluded that there is cause to make certain amendments to the Second Amended Order; and the Court having found and determined that the relief sought in the proposed Third Amended Order is in the best interests of the Debtors, their estates and creditors, and all parties in interest and that the legal and factual bases set forth in the Motion and the proposed Third Amended Order establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor, it is

ORDERED that the Second Amended Order is superseded in its entirety by this Third Amended Order; and it is further

ORDERED that except as may otherwise be provided in orders of the Court authorizing the retention of specific Professionals, all Professionals in these cases may seek

monthly compensation in accordance with the following procedures (the "Interim Compensation Procedures"):

- (a) On or before the **thirtieth (30th)** day of each month following the month for which compensation is sought, each professional seeking compensation, other than a professional retained as an ordinary course professional, will serve a monthly statement (the "Monthly Statement"), by hand or overnight delivery on (i) Lehman Brothers Holdings Inc., 1271 Avenue of the Americas, 45th Floor, New York, New York, 10020 (Attn: John Suckow and David Coles); (ii) Weil, Gotshal & Manges, LLP, 767 Fifth Avenue, New York, New York 10153 (Attn: Shai Y. Waisman, Esq.); (iii) Milbank, Tweed, Hadley & McCloy LLP, 1 Chase Manhattan Plaza, New York, New York 10005 (Attn: Dennis F. Dunne, Esq., Dennis O'Donnell, Esq., and Evan Fleck, Esq.), attorneys for the Creditors' Committee; (iv) the Office of the United States Trustee for the Southern District of New York, 33 Whitehall Street, 22nd Floor, New York, New York 10004 (Attn: Andy Velez-Rivera, Esq. and Tracy Hope Davis, Esq.); and (v) Feinberg Rozen, LLP, The Willard Office Building, 1455 Pennsylvania Avenue, NW, Suite 390, Washington, DC 20004-1008 (Attn: Kenneth R. Feinberg, Esq.), Chairperson of the Fee Committee (as defined in the Order Appointing a Fee Committee and Approving a Fee Application Protocol, dated May 26, 2009 [Docket No. 3651]) (the "Notice Parties").
- (b) The Monthly Statement need not be filed with the Court and a courtesy copy need not be delivered to chambers since this Motion is not intended to alter the fee application requirements outlined in sections 330 and 331 of the Bankruptcy Code and since professionals are still required to serve and file interim and final applications for approval of fees and expenses in accordance with the relevant provisions of the Bankruptcy Code, the Bankruptcy Rules, and the Local Rules for the United States Bankruptcy Court for the Southern District of New York (the "Local Rules").
- (c) Each Monthly Statement must contain a list of the individuals and their respective titles (e.g., attorney, paralegal, etc.) who provided services during the statement period, their respective billing rates, the aggregate hours spent by each individual, a reasonably detailed breakdown of the fees and expenses incurred (no professional should seek reimbursement of an expense that would otherwise not be allowed pursuant to the Court's Administrative Orders dated June 24, 1991 and April 21, 1995 or the United States Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed under 11 U.S.C. § 330 dated January 30, 1996), and contemporaneously maintained time entries for each individual in increments of tenths (1/10) of an hour or as close thereto as practicable.
- (d) Each Notice Party shall have at least **fifteen (15)** days after receiving the Monthly Statement to review the statement and, if the Notice Party objects to the compensation or reimbursement sought in a particular statement, such Notice

Party shall, no later than the **forty-fifth (45th)** day following the month for which compensation is sought, serve upon the professional to whose Monthly Statement the Notice Party objects and the other Notice Parties a written "Notice of Objection to Fee Statement," setting forth the nature of the Notice Party's objection and the amount of fees or expenses at issue.

- (e) At the expiration of the **forty-five (45)** day period, the Debtors shall promptly pay eighty percent (80%) of the fees and one hundred percent (100%) of the expenses identified in each Monthly Statement to which no objection has been served in accordance with paragraph (d) above.
- (f) If the Debtors object or receive an objection to a particular Monthly Statement, the Debtors shall withhold payment of that portion of the Monthly Statement to which the objection is directed and promptly pay the remainder of the fees and disbursements in the percentages set forth in paragraph (e).
- (g) If the parties to an objection resolve their dispute following the service of a Notice of Objection to Fee Statement and if the party whose Monthly Statement was objected to serves on all Notice Parties a statement indicating that the objection is withdrawn and describing the terms of the resolution, then the Debtors shall promptly pay, in accordance with paragraph (e), that portion of the Monthly Statement that is no longer subject to an objection.
- (h) All objections that the parties do not resolve shall be preserved and presented to the Court at the next interim or final fee application hearing to be heard by the Court in accordance with paragraph (j) below.
- (i) The service of an objection in accordance with paragraph (d) above shall not prejudice the objecting party's right to object to any fee application made to the Court in accordance with the Bankruptcy Code on any ground regardless of whether the objecting party raised the ground in the objection or not. Furthermore, the decision by any party not to object to a Monthly Statement shall not waive or prejudice that party's right to object to any fee application subsequently made to the Court in accordance with the Bankruptcy Code.
- (j) Commencing with the period ending January 31, 2009, and at four-month intervals thereafter, each of the professionals shall file with the Court, in accordance with General Order M-242 (which can be found at www.nysb.uscourts.gov), an application (an "Interim Fee Application") for interim Court approval and allowance pursuant to sections 330 and 331 of the Bankruptcy Code (as the case may be) of the compensation and reimbursement of expenses requested in the fee statements served during such period (the "Interim Fee Period"). Each professional shall file its Interim Fee Application within 75 days after the end of the Interim Fee Period for which the request seeks allowance of fees and reimbursement of expenses. Each professional shall file its first Interim Fee Application on or before April 10, 2009 and the first Interim Fee Application shall cover the Interim Fee Period from the Commencement Date

through and including January 31, 2009. All professionals not retained as of the Commencement Date shall file their first Monthly Statement for the period from the effective date of their retention through the end of the first full month following the effective date of their retention, and otherwise in accordance with the procedures set forth in this Motion.

- (k) The Debtors' attorneys shall obtain a date from the Court for the hearing of fee applications for all retained professionals. At least 30 days prior to such hearing, the Debtors' attorneys shall file a notice with the Court, with service upon the U.S. Trustee and all retained professionals, setting forth the time, date and location of the fee hearing, the Interim Fee Period applications cover and the objection deadline. Any retained professional unable to file its own fee application with the Court shall deliver to the Debtors' attorneys a fully executed copy with original signatures, along with service copies, three business days before the filing deadline. The Debtors' attorneys shall file and serve such application.
- (l) The pendency of an application or a Court order that payment of compensation or reimbursement of expenses was improper as to a particular Monthly Statement shall not disqualify a professional from the future payment of compensation or reimbursement of expenses as set forth above, unless otherwise ordered by the Court.
- (m) Neither the payment of, nor the failure to pay, in whole or in part, monthly compensation and reimbursement as provided herein shall have any effect on this Court's interim or final allowance of compensation and reimbursement of expenses of any professionals.
- (n) Counsel for the Creditors' Committee may, in accordance with the Interim Compensation Procedures collect and submit statements of expenses (excluding third-party counsel expenses of individual committee members), with supporting vouchers, from members of the Creditors' Committee; *provided, however,* that these reimbursement requests comply with this Court's Administrative Orders dated June 24, 1991 and April 21, 1995.

; and it is further

ORDERED that the Debtors shall include all payments to Professionals on their monthly operating reports, detailed by line item so as to state the amount paid to each of the Professionals, and detailed so as to state the amount paid to ordinary course professionals (which may be aggregated into one line item); and it is further

ORDERED that any party may object to requests for payments made pursuant to this Third Amended Order, or move to modify or vacate all or certain provisions of this Third Amended Order, on the grounds that (a) the Debtors have not timely filed monthly operating reports, (b) the Debtors have not remained current with their administrative expenses or fees due under 28 U.S.C. § 1930(a)(6), (c) the Debtors are administratively insolvent or approaching insolvency, and (d) cause otherwise exists; *provided, however,* that the inclusion in this Third Amended Order of the foregoing bases shall not be determinative of the validity of any such bases and all parties' rights are expressly reserved; and it is further

ORDERED that all time periods set forth in this Third Amended Order shall be calculated in accordance with Rule 9006(a) of the Federal Rules of Bankruptcy Procedure; and it is further

ORDERED that sending notice of the hearing to consider Interim Fee Applications to the Standard Parties entitled to notice pursuant to the Court's amended order entered on February 13, 2009 governing case management and administrative procedures for these cases [Docket No. 2837] shall be good and sufficient notice; and it is further

ORDERED that that this Court shall retain jurisdiction to interpret and enforce this Order.

Dated: New York, New York
June 25, 2009

s/ James M. Peck
UNITED STATES BANKRUPTCY JUDGE

Annexure B – Summary of total hours

All amounts are in Australian dollars

Name	Position	Hourly rate ²	Total hours billed	Total	Time records submitted
Bill Cannon	Partner	\$995.00	1:00	\$995.00	Yes
Teresa Dyson	Partner	\$990.00	0:10	\$165.00	Yes
John Field	Partner	\$750.00	2:30	\$1,875.00	Yes
Bronwyn Kirkwood	Senior Associate	\$700.00	1:05	\$758.35	Yes
Steven Paterson	Senior Associate	\$640.00	12:38	\$8,085.30	Yes
Stephen Skinner	Partner	\$600.00	141:35	\$84,950.00	Yes
Jock O'Shea	Partner	\$600.00	48:19	\$28,990.00	Yes
Emma Block	Senior Foreign Associate	\$520.00	113:15	\$58,889.85	Yes
Tae Royle	Senior Associate	\$520.00	0:30	\$260.00	Yes
Gavin Scott	Senior Associate	\$520.00	0:50	\$433.35	Yes
David Smith	Lawyer	\$400.00	98:45	\$39,499.95	Yes
Andrew Gay	Lawyer	\$400.00	1:20	\$533.35	Yes
Camilla Kraj-Krajewski	Lawyer	\$320.00	12:00	\$3,840.00	Yes
Chloe McIlroy	Lawyer	\$320.00	119:55	\$38,373.30	Yes
Milos Vaskovic	Lawyer	\$320.00	5:00	\$1,600.00	Yes
Michael Rice	Lawyer	\$300.00	0:20	\$100.00	Yes

² The stated applicable hourly rates are in accordance with Blake Dawson's ordinary and customary rates in similar matters for similar clients in effect on the dates services were rendered and are quoted in Australian Dollars.

Emily Keys	Articled Clerk/Graduate	\$260.00	2:15	\$585.00	Yes
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Monthly fees sought for payment: A\$269,933.45 (US\$265,455.79)

Monthly disbursements sought for payment: A\$4,445.22 (US\$4,371.48)

Time spent in preparing fee application: A\$5,940.00 (US\$5,841.47)

Name	Position	Hourly rate	Total hours billed	Total	Time records submitted
Stephen Skinner	Partner	\$600.00	2:30	\$2,100.00	Yes
Chloe McIlroy	Lawyer	\$320.00	12:00	\$3,840.00	Yes

The aggregate of the amounts of A\$269,933.45 (US\$265,455.79), A\$4,445.22 (US\$4,371.48) and A\$5,940.00 (US\$5,841.47) is **A\$280,318.67 (US\$275,668.74)**.

Annexure C – Copy of Blake Dawson time records

ANNEXURE - Time Transaction Detail - 90049478

Blake Dawson
Lehman Brothers Holdings Inc

Our Reference
SPS 09 2023 0867

Norton Gold Fields Limited Note Issue - WA Securities

Date	Fee Earner	Description	Hourly Rate	HH:MM	Value
01-Aug-2010	David Smith	Reading and considering a chain of emails in relation to issues associated with the list of encumbrances, stamp duty and priority issues and in relation to the teleconference during which the above matters are to be discussed.	\$400.00	0:10	\$66.65
02-Aug-2010	David Smith	Reading and considering emails from Emma Block and Stephen Skinner in relation to the list of issues to be discussed during today's teleconference. Conferring with Stephen Skinner in relation to the above issues. Telephone attendance on James Goldfarb and Vanessa Spiro in relation to various issues, including the "Permitted Encumbrances" in the security documents and priority issues. Drafting a Power of Attorney to be granted by the new Security Trustee in favour of Jock O'Shea and others. Conferring with Stephen Skinner in relation to the same. Further telephone attendance on Jock O'Shea and Emma Block in relation to the action required to be taken today. Conferring with Stephen Skinner in relation to amendments to be made to the ASIC Forms 309. Drafting amendments to the ASIC Forms 309. Drafting an email to Stephen Skinner about the terms of the Power of Attorney and conferring with Stephen Skinner in relation to the documents to be referred to in the same. Reading and considering Hopgood Ganim's comments on the amended security documents and perusing emails in relation to the same. Conferring with Stephen Skinner in order to finalise the terms of the Power of Attorney. Reading and considering the final form of the ASIC Forms 311B and 311A. Reading and considering an email from James Goldfarb in relation to the process of Lehman Commercial Paper Inc granting a Power of Attorney in favour of partners of Blake Dawson.	\$400.00	9:45	\$3,900.00
02-Aug-2010	Stephen Skinner	Attendance on conference call. Preparing list of issues to discuss. Advising in relation to issues under Australian law. Discussion with Jock O'Shea and Emma Block in relation to outstanding issues and need for a POA. Reviewing powers of attorney.	\$600.00	5:30	\$3,300.00

ANNEXURE - Time Transaction Detail - 90049478

Blake Dawson
Lehman Brothers Holdings Inc

Our Reference
SPS 09 2023 0867

Norton Gold Fields Limited Note Issue - WA Securities

Date	Fee Earner	Description	Hourly Rate	HH:MM	Value
03-Aug-2010	David Smith	Telephone attendance on Jock O'Shea with Stephen Skinner to discuss issues relating to approval of the Foreign Investment Review Board. Drafting an email to Stephen Skinner in relation to the above matter. Reviewing legal commentary in relation to the same. Drafting an email to Stephen Skinner with respect to the same. Reading and considering emails in relation to various issues, including notification provisions in each Mining Mortgage and Charge, bond amounts, Excluded Property, Permitted Encumbrances, voting instructions to be sent to account holders, the execution of the Senior Secured Promissory Note and other documents and various other matters. Reading and considering the further marked up draft amendment documents.	\$400.00	5:30	\$2,200.00
03-Aug-2010	Stephen Skinner	Reviewing emails and preparing responses. Discussing legal opinion with Jock O'Shea. Preparing email with list of questions relating to tenements and other matters with HG. Discussing issues with Daniel Pinti. Reviewing changes to Security Trust Deed and Note Deed. Preparing emails.	\$600.00	3:15	\$1,950.00

ANNEXURE - Time Transaction Detail - 90049478

Blake Dawson
Lehman Brothers Holdings Inc

Our Reference
SPS 09 2023 0867

Norton Gold Fields Limited Note Issue - WA Securities

Date	Fee Earner	Description	Hourly Rate	HH:MM	Value
04-Aug-2010	David Smith	Telephone attendance on representatives from Jones Day, Hopgood Ganim and others in relation to various outstanding issues to be addressed, including costs associated with registering the securities, priority issues, consent mechanics and other issues. Drafting amendments to a memorandum in relation to Foreign Investment Review Board approval. Reviewing legal commentary in order to do so. Conferring with Stephen Skinner in relation to issues associated with the above memorandum, including with respect to the nationality of the Noteholders and the character of the Security Trust. Further conferring with Stephen Skinner in relation to the acquisition of an interest in shares in land and other related issues. Drafting amendments to the above memorandum with respect to the same. Reading and considering a chain of emails in relation to the blacklined drafts to be sent to Hopgood Ganim, the participation of the liquidators of Lehman Brothers Australia Limited, various existing fixed charges granted in favour of National Australia Bank Limited and other related issues. Conferring with Stephen Skinner in relation to the memorandum to be sent to Jock O'Shea in relation to the Foreign Investment Review Board issues.	\$400.00	5:45	\$2,300.00
04-Aug-2010	Stephen Skinner	Reviewing agenda items for meeting. Reviewing comments on charge. Attending conference call. Reviewing FIRB questions. Responding to email from Liam Fairhall from Hopgood Ganim.	\$600.00	5:45	\$3,450.00

ANNEXURE - Time Transaction Detail - 90049478

Blake Dawson
Lehman Brothers Holdings Inc

Our Reference
SPS 09 2023 0667

Norton Gold Fields Limited Note Issue - WA Securities

Date	Fee Earner	Description	Hourly Rate	HH:MM	Value
05-Aug-2010	David Smith	Reading and considering emails from Jock O'Shea, Vanessa Spiro, Heather Thompson, Daniel Pinti and others in relation to various issues, including Jones Day's comments on the Amendment Deeds, Security Trust Deed and Fixed and Floating Charge, the draft Officer's Certificate and CFO Certification. Reviewing the marked up documents attached to the above emails. Reading and considering an email from Jock O'Shea in relation to the issue of the Foreign Investment Review Board's approval and drafting amendments to our memorandum accordingly. Reviewing the Security Trust Deed in order to finalise the above memorandum. Telephone attendance on Camilla Krajewski in relation to the list of tenements to be annexed to the securities. Telephone attendance on Jock O'Shea with Stephen Skinner to discuss the issue of Foreign Investment Review Board approval. Drafting amendments to the above memorandum. Reading and considering further emails from Vanessa Spiro, Emma Block and Michael Hansel in relation to various issues such as the further revised Amendment Deeds, Security Trust Deed and Fixed and Floating Charge as well as in relation to the addendum.	\$400.00	4:25	\$1,766.65
05-Aug-2010	Stephen Skinner	Preparing revised drafts of security documents. Preparing advice on FIRB issues. Reviewing numerous emails in relation to security documents and related issues. Preparing email on FIRB issue. Discussing issues with Jock O'Shea and Emma Block.	\$600.00	7:30	\$4,500.00
06-Aug-2010	Camilla Krajewski	Reviewing and verifying encumbrances in tenement reports; updating Annexure A re the same	\$320.00	4:50	\$1,546.65

ANNEXURE - Time Transaction Detail - 90049478

Blake Dawson
Lehman Brothers Holdings Inc

Our Reference
SPS 09 2023 0867

Norton Gold Fields Limited Note Issue - WA Securities

Date	Fee Earner	Description	Hourly Rate	HH:MM	Value
06-Aug-2010	David Smith	Meeting with Stephen Skinner to discuss the contents of the closing checklist to be discussed today. Drafting amendments to the above checklist. Reading and considering emails from and drafting emails to Emma Block with respect to the same. Telephone attendance on representatives of Hopgood Ganim in relation to the status of various action items. Telephone attendances on Camilla Kraj-Krajewski in relation to the list of tenements to be annexed to the security documents. Reading and considering emails in relation to various issues, including our preliminary draft legal opinion, the addendum to the Notice of Meeting, preliminary discussions with noteholders, the draft form of direction to be sent to the retiring Security Trustee and other matters.	\$400.00	3:30	\$1,400.00
06-Aug-2010	Milos Vaskovic	Line by line review of 2007 Mortgage Deed; conforming later mortgage deed to 2007 Mortgage Deed; attendance on Stephen Skinner to discuss amendments	\$320.00	5:00	\$1,600.00
06-Aug-2010	Stephen Skinner	Attending conference call to discuss FIRB issue. Preparing revised Paddington and Bellamel mortgage and charge. Arranging preparation of mortgage deed for Paddington ML24/618. Reviewing completion checklist. Attending conference call with HG team to discuss path to completion. Reviewing emails. Checking Mortgage Deed against hard copy. Reviewing legal opinion.	\$600.00	7:15	\$4,350.00
08-Aug-2010	Stephen Skinner	Reviewing emails and various calls to Michele Muscillo and Jock O'Shea. Preparing revised draft of legal opinion incorporating comments.	\$600.00	2:00	\$1,200.00
09-Aug-2010	Camilla Kraj-Krajewski	Reviewing and verifying encumbrances in tenement reports; updating Annexure A re the same; discussing results with Chloe McIlroy and David Smith	\$320.00	7:10	\$2,293.35

ANNEXURE - Time Transaction Detail - 90049478

Blake Dawson
Lehman Brothers Holdings Inc

Our Reference
SPS 09 2023 0867

Norton Gold Fields Limited Note Issue - WA Securities

Date	Fee Earner	Description	Hourly Rate	HH:MM	Value
09-Aug-2010	Chloe McIlroy	Reviewing correspondence in relation to this matter; conferring with Stephen Skinner in relation to preparation and review of mining mortgages and charges; reviewing caveats over Paddington tenements for purpose of including annexure of tenements in Paddington mining mortgage and charge; amending and reviewing Paddington mining mortgage and charge with respect to same; reviewing list of tenements provided by Camilla Kraj-Krajewski; telephoning Camilla Kraj-Krajewski in relation to same; conferring with David Smith and Stephen Skinner in relation to same; conferring with David Smith in relation to preparation of lists of "Monitored" and "Retained Rights" tenements; reviewing and amending list of Bellamel tenements in relation to agreements and caveats; emailing Stephen Skinner in relation to the above	\$320.00	7:20	\$2,346.65

ANNEXURE - Time Transaction Detail - 90049478

Blake Dawson
Lehman Brothers Holdings Inc

Our Reference
SPS 09 2023 0867

Norton Gold Fields Limited Note Issue - WA Securities

Date	Fee Earner	Description	Hourly Rate	HH:MM	Value
09-Aug-2010	David Smith	Meeting with Stephen Skinner to discuss issues relating to the power of attorney to be granted by Lehman Commercial Paper Inc. Telephone attendance on Jock O'Shea with Stephen Skinner to discuss the application to be made to the Foreign Investment Review Board, issues relating to the above power of attorney and issues relating to existing native title agreements on some of the land the subject of the tenements. Drafting an application to the Foreign Investment Review Board. Drafting an email to Jock O'Shea in relation to an exemption that may be available. Conferring with Stephen Skinner in relation to the email to be sent to Jones Day in relation to existing native title agreements. Telephone attendance on Jock O'Shea in relation to the above exemption. Further conferring with Stephen Skinner in relation to the above matters. Conferring with Chloe McIlroy in relation to the list of retained rights tenements and monitored tenements to be categorised as Excluded Property under the securities. Drafting the Form 3 Statutory Notices to be signed by each of Lehman Commercial Paper Inc and Lehman Brothers Commercial Corporation. Reading and considering additional emails in relation to various matters, including the revised list of tenements for Paddington Gold Pty Ltd and Bellamel Mining Pty Ltd, issues relating to the availability of an exemption from the obligation to notify the Foreign Investment Review Board of the transaction, the revised form of the addendum, the power of attorney to be granted by Lehman Commercial Paper Inc and various other matters. Reading and considering a list of outstanding issues to be finalised. Reading and considering the revised Mining Mortgage and Charge and Fixed and Floating Charge sent to us by Hopgood Ganim. Telephone attendance on Hopgood Ganim with Stephen Skinner to discuss the revised security documents.	\$400.00	7:00	\$2,800.00

ANNEXURE - Time Transaction Detail - 90049478

Blake Dawson
Lehman Brothers Holdings Inc

Our Reference
SPS 09 2023 0867

Norton Gold Fields Limited Note Issue - WA Securities

Date	Fee Earner	Description	Hourly Rate	HH:MM	Value
09-Aug-2010	Stephen Skinner	Finalising changes to security documents. Consideration of FIRB issues. Preparing email on FIRB. Attending conference calls with Hopgood Ganim and Jones Day. Preparing comments on legal opinion. Discussing issues with Jock O'Shea. Reviewing and drafting detailed comments on security documents. Long conference call with Hopgood Ganim.	\$600.00	11:00	\$6,600.00
09-Aug-2010	Stephen Skinner	Preparing email in relation to the POA and revising legal opinion.	\$600.00	0:40	\$400.00
10-Aug-2010	Chloe McIlroy	Reviewing 'Retained Rights' and 'Monitored' Tenure tenement lists in relation to non-core asset list; conferring with Stephen Skinner in relation to same; reviewing and drafting amendments to Bellamel Mining Mortgage and Charge; reviewing and updating tenement list for Paddington Mining Mortgage and Charge; conferring with Stephen Skinner in relation to same; reviewing and updating Paddington/Bellamel audited tenement list for purpose of FIRB application; reviewing tenement searches for purpose of same; conferring with Stephen Skinner and David Smith in relation to same	\$320.00	9:25	\$3,013.35

ANNEXURE - Time Transaction Detail - 90049478

Blake Dawson
Lehman Brothers Holdings Inc

Our Reference
SPS 09 2023 0867

Norton Gold Fields Limited Note Issue - WA Securities

Date	Fee Earner	Description	Hourly Rate	HH:MM	Value
10-Aug-2010	David Smith	Reading and considering an email from Jock O'Shea in relation to his comments on the draft Form 3 Notices to be submitted to the Foreign Investment Review Board. Conferring with Stephen Skinner in relation to the same. Drafting amendments to the above forms. Telephone attendance on the Foreign Investment Review Board to discuss the above forms. Conferring with Stephen Skinner in relation to the annexures to the above FIRB forms. Telephone attendances on Emma Block and the Foreign Investment Review Board in relation to the Form 3 Notices that will be submitted later today. Drafting amendments to the forms. Drafting an email to the Foreign Investment Review Board with respect to the same. Conferring with Chloe McIlroy in relation to the annexures to the above forms. Reading and considering a chain of emails with respect to various matters, including the above documents to be submitted to the Foreign Investment Review Board, the further revised Amendment Deeds and revised Security Trust Deed, the legal opinion, the draft Intercompany Subordinated Note and other related matters. Further conferring with Stephen Skinner and Chloe McIlroy in relation to the Form 3 documents and the attachments to the same. Conferring with Stephen Skinner in relation to the execution of the above forms. Further conferring with Stephen Skinner in relation to the email to be sent to James Goldfarb with respect to the submission to the Foreign Investment Review Board.	\$400.00	8:30	\$3,400.00
10-Aug-2010	Stephen Skinner	Preparing revised drafts of security documents. Considering FIRB questions and discussing with FIRB officer. Drafting amendments to FIRB application. Reviewing tenement lists and discussing issues with Chloe McIlroy. Discussing outstanding issues with Jones Day. Preparing emails to various people. Discussing transaction with Steve Korell of Lehman Commercial Paper Inc.	\$600.00	12:00	\$7,200.00

ANNEXURE - Time Transaction Detail - 90049478

Blake Dawson
Lehman Brothers Holdings Inc

Our Reference
SPS 09 2023 0867

Norton Gold Fields Limited Note Issue - WA Securities

Date	Fee Earner	Description	Hourly Rate	HH:MM	Value
11-Aug-2010	Chloe McIlroy	Reviewing and drafting amendments to Paddington Mining Mortgage and Charge documents; reviewing mining tenements for purpose of drafting amendments to annexures; drafting amendments to same; reviewing and drafting amendments to Bellamel Mining Mortgage and Charge; conferring with Stephen Skinner and David Smith in relation to same	\$320.00	8:50	\$2,826.65
11-Aug-2010	David Smith	Telephone attendance on Stephen Skinner and Chloe McIlroy in relation to the forms to be submitted to the Foreign Investment Review Board today. Attendance on finalising the forms and the email to the Foreign Investment Review Board attaching the same. Conferring with Chloe McIlroy in relation to the above forms. Telephone attendance on Biljana Waldron of the Foreign Investment Review Board to discuss the provisions of the exemption referred to in regulation 3(p). Telephone attendance on Jock O'Shea to discuss the same. Drafting an email to Stephen Skinner in relation to Form 30 (Application to amend). Reading and considering an email from Vanessa Spiro in relation to outstanding issues to be discussed with Michele Muscillo. Reading and considering an email to Heather Thompson in relation to the clean copies of the security documents. Reading and considering an email from Michele Muscillo with respect to information relating to convertible noteholders holding an aggregate of \$3 million of the existing notes. Drafting an email to Vanessa Spiro in relation to our discussions with representatives of the Foreign Investment Review Board today. Drafting an email to Steve Korell in relation to the process of executing the power of attorney to be granted by Lehman Commercial Paper Inc.	\$400.00	3:25	\$1,366.65
11-Aug-2010	Stephen Skinner	Reviewing emails. Discussing issues with FIRB. Preparing email relating to FIRB application to Jones Day team and preparing email to Heather Thompson.	\$600.00	1:45	\$1,050.00

ANNEXURE - Time Transaction Detail - 90049478

Blake Dawson
Lehman Brothers Holdings Inc

Our Reference
SPS 09 2023 0867

Norton Gold Fields Limited Note Issue - WA Securities

Date	Fee Earner	Description	Hourly Rate	HH:MM	Value
12-Aug-2010	Chloe McIlroy	Reviewing and drafting amendments to Original Paddington Mining Mortgage and Charge; emailing Stephen Skinner in relation to same; reading and considering Native Title Agreements for purpose of preparing summary of same; drafting memorandum of advice in relation to Native Title Agreements; researching Native Title law and agreements for purpose of same; preparing summaries of Native Title Agreements for purpose of same; emailing Daniel Pinti and others in relation to Paddington tenement list	\$320.00	8:30	\$2,720.00
12-Aug-2010	David Smith	Telephone attendance on representatives of Noteholders, Jones Day, Blake Dawson and Hopgood Ganim to discuss various outstanding issues on the issues list that was recently circulated, including issues relating to the proposed early redemption of the convertible notes and in relation to issues associated with the forms lodged at the Foreign Investment Review Board yesterday. Reading and considering a chain of emails in relation to various issues, including the version of the security documents provided to representatives of the noteholders, the update provided to Jones Day in relation to the application made to the Foreign Investment Review Board, the execution of a Form 3 by Lehman Brothers Commercial Corporation, comments on the intercompany note, officers certificates and CFO certificate, the proxy form received from ANZ Banking Group Limited on behalf of certain convertible noteholders and the new early redemption proposal.	\$400.00	3:00	\$1,200.00
12-Aug-2010	Stephen Skinner	Reviewing issues list prior to call. Attendance on long conference call to discuss outstanding issues list, including note holder issues. Redrafting security documents. Long discussions with Hopgood Ganim.	\$600.00	7:15	\$4,350.00

ANNEXURE - Time Transaction Detail - 90049478

Blake Dawson
Lehman Brothers Holdings Inc

Our Reference
SPS 09 2023 0867

Norton Gold Fields Limited Note Issue - WA Securities

Date	Fee Earner	Description	Hourly Rate	HH:MM	Value
13-Aug-2010	Chloe McIlroy	Conferring with Stephen Skinner and David Smith in relation to completion agenda and security documents; telephoning Liam Fairhall in relation to tenement list for annexure to Security Trust Deed; emailing Liam Fairhall in relation to same; reading and considering Native Title Agreements for purpose of preparing summary of same; drafting memorandum of advice in relation to Native Title Agreements; preparing summaries of Native Title Agreements for purpose of same; reviewing and drafting amendments to Original Paddington Mining Mortgage and Charge	\$320.00	7:45	\$2,480.00
13-Aug-2010	David Smith	Meeting with Stephen Skinner and Chloe McIlroy to discuss the terms of the final form of each of the various securities and the process of generating the execution versions of each of those documents. Reading and considering chains of emails in relation to various matters, including the further revised list of tenements for Paddington Gold Pty Ltd, the Event of Default, Nominated Disposal and Permitted Encumbrance concepts in each of the revised security documents, comments on the early redemption proposal, the proxy form received on behalf of certain convertible noteholders, the power of attorney to be granted in favour of Lehman Commercial Paper Inc and comments on the ASIC Forms 311.	\$400.00	3:35	\$1,433.35
13-Aug-2010	Stephen Skinner	Preparing revised drafts of security documents. Lengthy discussions with NG solicitors in relation to various issues. Reviewing numerous emails. Reviewing position in relation to tenements and reviewing schedules in documents. Reviewing emails. Preparing revised power of attorney.	\$600.00	7:30	\$4,500.00
14-Aug-2010	Chloe McIlroy	Reviewing and drafting amendments to Original Paddington Mining Mortgage and Charge; reading and considering Native Title Agreements for purpose of preparing summary of same; drafting memorandum of advice in relation to Native Title Agreements; preparing summaries of Native Title Agreements for purpose of same; reviewing list of mining tenements provided by Hopgood Ganim for purpose of permitted liens list; conferring with Stephen Skinner and David Smith in relation to same	\$320.00	7:05	\$2,266.65

ANNEXURE - Time Transaction Detail - 90049478

Blake Dawson
Lehman Brothers Holdings Inc

Our Reference
SPS 09 2023 0867

Norton Gold Fields Limited Note Issue - WA Securities

Date	Fee Earner	Description	Hourly Rate	HH:MM	Value
14-Aug-2010	David Smith	Reading and considering the list of security documents that are to be prepared. Conferring with Stephen Skinner in relation to the same. Drafting the new Mortgage and Charge to be granted by Bellamel Mining Pty Ltd. Further conferring with Stephen Skinner in relation to the terms of the same. Drafting the new Mortgage and Charge documents to be granted by Norton Gold Holdings Pty Ltd and Norton Gold Mine Pty Ltd. Drafting the ASIC Forms 309 for each of the above security documents. Drafting amendments to the closing checklist. Reading and considering chains of emails in relation to various matters, including draft tenement related agreements and retained rights agreements, comments from Jones Day on the Fixed and Floating Charge and the Mining Mortgage and Charge, proxy documentation from Citibank, discussions relating to the \$25 million amount held in escrow, the memorandum on native title agreements and the voting intentions of the noteholders.	\$400.00	10:00	\$4,000.00
14-Aug-2010	Stephen Skinner	Preparing revised drafts of security documents and some new security documents. Reviewing emails in relation to tenement issues. Updating schedules to agreements. Responding to various emails prepared by Jones Day dealing with issues. Discussing issues with Michele Muscillo.	\$600.00	10:00	\$6,000.00
15-Aug-2010	Chloe McIlroy	Reviewing tenements subject of Native Title Agreements for purpose of drafting advice on same; drafting memorandum of advice and preparing annexure of agreements in relation to Native Title Agreements; drafting email to Stephen Skinner in relation to same; reviewing and drafting amendments to ASIC forms 309, mining mortgages and charges and fixed and floating charges; conferring with Stephen Skinner in relation to same; telephoning Liam Fairhall in relation to tenement list; conferring with Stephen Skinner in relation to same	\$320.00	6:55	\$2,213.35
15-Aug-2010	Stephen Skinner	Finalising security documents. Preparing revised Forms 309 and 311. Reviewing advice on native title claims and drafting changes. Discussing tenement lists with Liam Fairhall and incorporating changes into schedules to security documents.	\$600.00	5:30	\$3,300.00

ANNEXURE - Time Transaction Detail - 90049478

Blake Dawson
Lehman Brothers Holdings Inc

Our Reference
SPS 09 2023 0867

Norton Gold Fields Limited Note Issue - WA Securities

Date	Fee Earner	Description	Hourly Rate	HH:MM	Value
16-Aug-2010	Chloe McIlroy	Reviewing and drafting amendments to ASIC forms 309, mining mortgages and charges and fixed and floating charges; conferring with Stephen Skinner and David Smith in relation to same; telephoning Department of Minerals and Petroleum in relation to Forms 30; emailing Steve Conduit in relation to same; telephoning Steve Conduit in relation to application to amend mortgage; Forms 30 and transfer of mortgage; telephoning Anne Seghezzi in relation to same	\$320.00	6:20	\$2,026.65
16-Aug-2010	David Smith	Meeting with Stephen Skinner to discuss the status of each of the ASIC Forms 309 and the defined terms used in each of those documents. Drafting an email to the Foreign Investment Review Board in relation to the Form 3 now executed by Lehman Brothers Commercial Corporation. Drafting final amendments to the above ASIC Forms 309. Telephone attendance on the Department of Mines and Petroleum in relation to the process of amending the terms of existing registered mortgages held by the Department. Drafting further amendments to the bundle of ASIC Forms 309 and 311B and attendance on finalising an email to Hopgood Ganim in relation to the same. Perusing chains of emails in relation to various issues, including issues relating to the meeting of noteholders, the existing native title agreements, the lists of encumbrances affecting the tenements and the draft announcement to the ASX.	\$400.00	7:00	\$2,800.00
16-Aug-2010	Stephen Skinner	Reviewing emails relating to meeting of noteholders. Reviewing emails in relation to Native Title Advice. Preparing email dealing with schedules. Discussing FIRB approval issue with Biljana Waldron of FIRB. Reviewing final form security documents.	\$600.00	3:45	\$2,250.00

ANNEXURE - Time Transaction Detail - 90049478

Blake Dawson
Lehman Brothers Holdings Inc

Our Reference
SPS 09 2023 0867

Norton Gold Fields Limited Note Issue - WA Securities

Date	Fee Earner	Description	Hourly Rate	HH:MM	Value
17-Aug-2010	Chloe McIlroy	Researching Native Title Act and Mining Act in relation to assignment or sale of mining tenements that are subject to native title agreements; conferring with Belinda McPhee and Andrew Guy in relation to same; reviewing Paddington native title agreements for purpose of advising on same; drafting email to Stephen Skinner in relation to same; conferring with Stephen Skinner in relation to same; preparing copies of ASIC forms 309 and 311; conferring with David Smith in relation to same; preparing Form 23 Transfers to transfer Original Paddington Mining Mortgages	\$320.00	6:00	\$1,920.00
17-Aug-2010	David Smith	Reading and considering an email from Vanessa Spiro in relation to the TSA extension amendment and her comments on the circulated draft ASX release. Reading and considering the list of outstanding issues circulated by Emma Block. Reading and considering Daniel Pinti's comments on the revised ASIC Forms 311B. Attendance on reviewing the final form of all of the ASIC Forms and the associated security documents. Conferring with Chloe McIlroy in relation to the same. Reading and considering emails from Michele Muscillo and Vanessa Spiro in relation to the updated ASX release. Reading and considering an email in relation to the implications of the registered native title agreements.	\$400.00	2:00	\$800.00
17-Aug-2010	Stephen Skinner	Discussing native title issues with Chloe McIlroy and reviewing email.	\$600.00	1:30	\$900.00
18-Aug-2010	Chloe McIlroy	Researching Native Title Act and commentary in relation to application of native title agreement to tenement following sale; conferring with Stephen Skinner in relation to same; reading and considering advice in relation to native title; preparing Form 23 Transfers to transfer Original Paddington Mining Mortgages; telephoning Department of Minerals and Petroleum in relation to transfer of mortgages; drafting amendments to annexure to Original Paddington Mining Mortgage and Norton Gold Fields mortgage; reviewing correspondence in relation to same; conferring with Stephen Skinner in relation to same; telephoning Andrew Gay in relation to searches of Native Title Register; emailing Andrew Gay in relation to same	\$320.00	4:50	\$1,546.65

ANNEXURE - Time Transaction Detail - 90049478

Blake Dawson
Lehman Brothers Holdings Inc

Our Reference
SPS 09 2023 0867

Norton Gold Fields Limited Note Issue - WA Securities

Date	Fee Earner	Description	Hourly Rate	HH:MM	Value
18-Aug-2010	David Smith	Reading and considering a further chain of emails from Vanessa Spiro, Peter Brabant and Liam Fairhall in relation to various issues, including the annexures to the new Mortgage and Charge to be granted by Paddington Gold Pty Ltd, the date of settlement to be specified in the ASX release, the ASX/Media Announcement made by Norton Gold Fields Limited and other related issues.	\$400.00	0:20	\$133.35
18-Aug-2010	Stephen Skinner	Preparing advice on native title issues. Discussion with Biljana Waldron from FIRB. Discussions in relation to native title issue. Preparing email to Michele Muscillo in relation to native title issues. Considering email from Liam Fairhall.	\$600.00	1:45	\$1,050.00
19-Aug-2010	Andrew Gay	Settling NNTT search requests and drafting email to the NNTT WA Registry and Qld Registry re same	\$400.00	0:20	\$133.35
19-Aug-2010	Chloe McIlroy	Preparing schedules of tenements for purpose of searching native title register; emailing Andrew Gay in relation to same	\$320.00	1:35	\$506.65
19-Aug-2010	David Smith	Reading and considering a chain of emails in relation to native title issues, the signed transfer form for tenement M24/796 and the status of the application recently submitted to the Foreign Investment Review Board. Conferring with Stephen Skinner in relation to the statutory period within which the Foreign Investment Review Board must respond to our application for an exemption. Drafting an email to Vanessa Spiro in relation to the same. Reading and considering an email from Emma Block in relation to the exploration licences held by Norton Gold Mine Pty Ltd. Conferring with Stephen Skinner in relation to the same. Telephone attendance on Emma Block in relation to the same.	\$400.00	1:30	\$600.00
19-Aug-2010	Emily Keys	Preparing and sending Native Title Tribunal search requests	\$260.00	1:45	\$455.00
19-Aug-2010	Stephen Skinner	Considering FIRB issue and "no assignment" provision of native title agreements.	\$600.00	2:00	\$1,200.00
19-Aug-2010	Stephen Skinner	Reviewing emails in relation to native title issues and preparing response.	\$600.00	0:15	\$150.00
20-Aug-2010	Andrew Gay	Progressing matters re NNTT searches; various email attendances on NNTT Qld Registry and WA Registry	\$400.00	0:20	\$133.35

ANNEXURE - Time Transaction Detail - 90049478

Blake Dawson
Lehman Brothers Holdings Inc

Our Reference
SPS 09 2023 0867

Norton Gold Fields Limited Note Issue - WA Securities

Date	Fee Earner	Description	Hourly Rate	HH:MM	Value
20-Aug-2010	Chloe McIlroy	Reviewing and drafting amendments to ASIC forms 312; conferring with David Smith in relation to same; reading and considering correspondence from Stephen Skinner in relation to same; emailing Andrew Gay in relation to native title searches; reviewing native title search results from WA registry; preparing schedule in relation to same	\$320.00	4:55	\$1,573.35
20-Aug-2010	David Smith	Reading and considering a chain of emails in relation to negotiations with respect to a deed of covenant in circumstances where an interest in a mining tenement is disposed of and other government agencies that may be involved in the decision making process of the Foreign Investment Review Board. Reading and considering Jones Day's comments on the draft Blake Dawson legal opinion. Telephone attendance on Biljana Waldron at the Foreign Investment Review Board in relation to the status of our application. Telephone attendance on Stephen Skinner in relation to the same. Drafting an email to Biljana Waldron in relation to the same. Conferring with Chloe McIlroy in relation to the registration of mortgage forms sent to us by Emma Block. Reading and considering emails in relation to the same.	\$400.00	1:30	\$600.00
20-Aug-2010	Stephen Skinner	Reviewing email in relation to effect of assignment provision in native title agreement. Discussing FIRB application with David Smith.	\$600.00	0:55	\$550.00
23-Aug-2010	Andrew Gay	Progressing matters re NNTT searches; various email attendances on NNTT Qld Registry and WA Registry; reviewing status of applicable native title matters; emailing Chloe McIlroy in relation to same	\$400.00	0:25	\$166.65
23-Aug-2010	Chloe McIlroy	Reading and considering native title register search results; preparing schedule of same for purpose of advising in relation to tenements affected by native title agreements; emailing Andrew Gay in relation to same; emailing Kevin Taylor at National Native Title Tribunal in relation to same; telephoning Anne Seghezzi at Department of Minerals and Petroleum in relation to transfers of mortgages; reviewing and drafting amendments to security documents; conferring with Stephen Skinner and David Smith in relation to same	\$320.00	6:05	\$1,946.65

ANNEXURE - Time Transaction Detail - 90049478

Blake Dawson
Lehman Brothers Holdings Inc

Our Reference
SPS 09 2023 0867

Norton Gold Fields Limited Note Issue - WA Securities

Date	Fee Earner	Description	Hourly Rate	HH:MM	Value
23-Aug-2010	David Smith	Reading and considering a chain of emails in relation to the approval of the Foreign Investment Review Board, the voting rights of Lehman Brothers Commercial Corporation and the ASIC Forms 312 lodged with respect to the charges granted in favour of National Australia Bank Limited. Telephone attendances on Biljana Waldron in relation written advice we are to receive from the Foreign Investment Review Board. Reading and considering that written advice. Drafting an email to Biljana Waldron and conferring with Stephen Skinner in relation to the same. Reading and considering a chain of emails relating to the tenements affected by the native title agreements and in relation to the implications of native title issues. Drafting amendments to the definition of the expression Permitted Encumbrances in each of the security documents, inserting warranties in relation to Nominated Tenements, conferring with Stephen Skinner and finalising an email to Heather Thompson attaching all of the security documents for comments from Jones Day. Reading and considering additional emails in relation to various issues, including the Blake Dawson legal opinion and voting rights.	\$400.00	4:30	\$1,800.00
23-Aug-2010	Stephen Skinner	Discussing FIRB approval with Biljana Waldron and form and content of letter. Long discussion in relation to outstanding issues with Daniel Pinti. Preparing final form of the documents.	\$600.00	4:30	\$2,700.00
23-Aug-2010	Stephen Skinner	Finalising security documents to send to Jones Day.	\$600.00	0:30	\$300.00
23-Aug-2010	Stephen Skinner	Preparing email to Jones Day outlining the outstanding issues.	\$600.00	0:30	\$300.00
24-Aug-2010	Andrew Gay	Settling new native title register search request	\$400.00	0:05	\$33.35
24-Aug-2010	Chloe McIlroy	Reading and considering native title register search results; preparing schedule of same for purpose of advising in relation to tenements affected by native title agreements; reading and considering draft legal opinion for purpose of drafting opinion about native title issues; drafting legal opinion in relation to same; reviewing native title agreement schedule in relation to affected tenements; emailing Andrew Gay to request native title searches of additional tenements; conferring with Stephen Skinner in relation to same	\$320.00	8:40	\$2,773.35

ANNEXURE - Time Transaction Detail - 90049478

Blake Dawson
Lehman Brothers Holdings Inc

Our Reference
SPS 09 2023 0867

Norton Gold Fields Limited Note Issue - WA Securities

Date	Fee Earner	Description	Hourly Rate	HH:MM	Value
24-Aug-2010	David Smith	Telephone attendance on Vanessa Spiro, Heather Thompson, Jock O'Shea and Emma Block to discuss various issues, including the power of attorney to be granted by Lehman Commercial Paper Inc, Permitted Liens, native title claim matters and the approval provided by the Foreign Investment Review Board. Further telephone attendance on Jock O'Shea and Emma Block with Stephen Skinner to discuss related matters. Reading and considering emails from Steve Korell in relation to the execution of the above power of attorney. Reading and considering various additional emails in relation to voting rights, ASIC Forms 312, the security documents that are to be sent to Hopgood Ganim today for comments and the terms of the Global Certificate. Reading and considering an email from Jock O'Shea in relation to the mechanics for note redemption and conversion.	\$400.00	2:10	\$866.65
24-Aug-2010	Emily Keys	Preparing and sending Native Title Tribunal search requests	\$260.00	0:30	\$130.00
24-Aug-2010	John Field	Opinions Panel; discuss native title qualifier with Stephen Skinner; review previous WA native title opinion wording and forward to Stephen Skinner	\$750.00	0:25	\$312.50
24-Aug-2010	Stephen Skinner	Conference call in relation to outstanding issues and legal opinion. Advising Jones Day on all current issues. Discussing native title issue with John Field. Preparing revised drafts of security documents to incorporate representations and warranties requested by Jones Day.	\$600.00	5:30	\$3,300.00
25-Aug-2010	Andrew Gay	Progressing NNTT search enquiry matters	\$400.00	0:10	\$66.65

ANNEXURE - Time Transaction Detail - 90049478

Blake Dawson
Lehman Brothers Holdings Inc

Our Reference
SPS 09 2023 0867

Norton Gold Fields Limited Note Issue - WA Securities

Date	Fee Earner	Description	Hourly Rate	HH:MM	Value
25-Aug-2010	Chloe McIlroy	Reading and considering native title register search results from WA and Queensland registries; preparing schedule of same for purpose of advising in relation to tenements affected by native title agreements; reading and considering draft legal opinion for purpose of drafting opinion about native title issues; drafting legal opinion in relation to same; reviewing native title agreement schedule in relation to affected tenements; telephoning Emma Block in relation to mining districts of Queensland tenements; telephoning DEEDI in relation to mining districts of WA tenements; emailing Michael Rice in relation to same; emailing Jeremy Wilkin in relation to same; conferring with Stephen Skinner in relation to same; telephoning Anne Seghezzi in relation to transfers of mortgages	\$320.00	8:05	\$2,586.65
25-Aug-2010	David Smith	Reading and considering emails in relation to various outstanding issues, including the mortgage granted in favour of Westpac Custodian Nominees, emails in relation to the note redemption and conversion, the further revised form of the security documents and the revised draft of the senior note. Conferring with Stephen Skinner in relation to the above matters.	\$400.00	0:40	\$266.65
25-Aug-2010	Stephen Skinner	Finalising security documents. Preparing Issues list for Jones Day. Long discussion with Hopgood Ganim team.	\$600.00	6:00	\$3,600.00

ANNEXURE - Time Transaction Detail - 90049478

Blake Dawson
Lehman Brothers Holdings Inc

Our Reference
SPS 09 2023 0867

Norton Gold Fields Limited Note Issue - WA Securities

Date	Fee Earner	Description	Hourly Rate	HH:MM	Value
26-Aug-2010	Chloe McIlroy	Reading and considering native title register search results from WA and Queensland registries; preparing schedule of same for purpose of advising in relation to tenements affected by native title agreements; reviewing native title agreement schedule in relation to affected tenements; drafting amendments to same; drafting amendments to security documents in relation to native title provisions; telephoning Anne Seghezzi in relation to transfers of mortgages; drafting DMP forms 23 for lodgement of mining mortgages; telephoning Liam Fairhall in relation to Permitted Liens List; emailing Stephen Skinner in relation to same; conferring with Stephen Skinner in relation to same; searching DMP website for registration fees for lodgement of forms 23; ordering copy of ASIC change of name form for Lehman Brothers Australia Limited for purpose of lodging forms 23; reviewing tables of agreements and retained rights provided by Liam Fairhall; discussing non-core tenement list and Permitted Lien List with Liam Fairhall; discussing inclusion of caveats as encumbrances in security documents with same; emailing Stephen Skinner in relation to same; conferring with Stephen Skinner in relation to same; emailing Stephen Skinner in relation to mining regulations transfers of mining mortgages; drafting email to Stephen Skinner in relation to registration of caveats	\$320.00	7:55	\$2,533.35
26-Aug-2010	David Smith	Telephone attendance on representatives of Hopgood Ganim and Jones Day in relation to various issues, including the noteholder offer, conversion and redemption issues, adding new business items to the previously adjourned noteholder meeting, final terms of the security documents, native title issues, a list of permitted liens and closing mechanics. Reading and considering a chain of emails in relation to various issues, including the tax aspects of the Blake Dawson legal opinion, the list of outstanding matters sent to Lehman Brothers Commercial Corporation, the timing of the redemption of the notes, moneys paid to native title claimants and the revised version of the closing checklist.	\$400.00	1:30	\$600.00

ANNEXURE - Time Transaction Detail - 90049478

Blake Dawson
Lehman Brothers Holdings Inc

Our Reference
SPS 09 2023 0867

Norton Gold Fields Limited Note Issue - WA Securities

Date	Fee Earner	Description	Hourly Rate	HH:MM	Value
26-Aug-2010	Stephen Skinner	Attending long conference calls between lender group and a second call including the Hopgood Ganim team. Reviewing Completion Checklist and making comments on outstanding issues. Dealing with various issues - providing amendments to Senior Note Deed. Liaising with Hopgood Ganim on forms to register transactions at the DMP.	\$600.00	8:30	\$5,100.00
27-Aug-2010	Chloe McIlroy	Reviewing non-core tenement list provided by Liam Fairhall; reviewing and amending retained rights table provided by Emma Block for purpose of inclusion in security trust deed; reviewing and updating Paddington mortgage in relation to excluded tenement E24/57; conferring with Stephen Skinner in relation to same; telephoning Daniel Pinti in relation to same; drafting amendments to mining mortgages to include information about caveats under encumbrances; reviewing and drafting amendments to security documents to include information relating to native title provided by Daniel Pinti for purpose of "Nominated Native Title Claims" definition; reviewing and updated Permitted Liens List in relation to non-core tenements for purpose of inserting into security trust deed; telephoning Liam Fairhall in relation to non-core tenement list; reviewing and drafting amendments to ASIC forms; emailing Daniel Pinti in relation to same; emailing Liam Fairhall in relation to outstanding information about tenements for schedule to Paddington mining mortgage; discussing updated NGF schedule with Liam Fairhall; drafting amendments to same; emailing Liam Fairhall in relation to same; telephoning Liam Fairhall in relation to pre-2007 and post-2007 agreement lists; reviewing same; drafting amendments to security document list; conferring with Stephen Skinner and David Smith in relation to the above	\$320.00	9:40	\$3,093.35

ANNEXURE - Time Transaction Detail - 90049478

Blake Dawson
Lehman Brothers Holdings Inc

Our Reference
SPS 09 2023 0887

Norton Gold Fields Limited Note Issue - WA Securities

Date	Fee Earner	Description	Hourly Rate	HH:MM	Value
27-Aug-2010	David Smith	Meeting with Stephen Skinner to discuss the amendments recently requested by Daniel Pinti. Telephone attendance on the Department of Mines and Petroleum with Stephen Skinner to discuss issues associated with the registration of the mortgages. Conferring with Stephen Skinner in relation to the amendments to be made to various ASIC Forms. Drafting amendments to each of the ASIC Forms 309 and 311. Reading and considering various chains of emails and various transaction documents, including with respect to Blake Dawson's comments on the Senior Note, various provisions from the Western Australian mining regulations, the transfer forms to be lodged with the Department of Mines and Petroleum, the Power of Attorney granted by Lehman Commercial Paper Inc, further comments from Hopgood Ganim on the revised security documents, a deed poll containing provisions relating to escrow conditions on shares issued on conversion and the marked up Circulating Resolution of Noteholders. Drafting an email to Vanessa Spiro in relation to the upcoming costs of registering mortgages over the mining tenements and issues relating to caveats. Attendance on obtaining searches of various caveats.	\$400.00	5:00	\$2,000.00
27-Aug-2010	John Field	Opinions Panel: review draft qualifier re native title; comments to Stephen Skinner & Jock O'Shea	\$750.00	0:15	\$187.50
27-Aug-2010	Stephen Skinner	Reviewing legal opinion and providing comments. Preparing revised drafts of security documents. Reviewing lists of security documents and discussing with Liam Fairhall and Daniel Pinti. Reviewing emails about Native Title Claims and additional encumbrances. Discussion with Stephen Doyle of Jackson MacDonald and with the DMP. Finalising security documents and tenement lists.	\$600.00	8:00	\$4,800.00
27-Aug-2010	Stephen Skinner	Preparing email on caveats. Preparing revised Permitted Lien list. Reviewing various emails. Finalising security documents. Discussing issues with Hopgood Ganim lawyers.	\$600.00	4:00	\$2,400.00
27-Aug-2010	Stephen Skinner	Further amendments to security documents.	\$600.00	0:30	\$300.00
29-Aug-2010	Stephen Skinner	Drafting security documents and email to Daniel Pinti.	\$600.00	6:30	\$3,900.00

ANNEXURE - Time Transaction Detail - 90049478

Blake Dawson
Lehman Brothers Holdings Inc

Our Reference
SPS 09 2023 0867

Norton Gold Fields Limited Note Issue - WA Securities

Date	Fee Earner	Description	Hourly Rate	HH:MM	Value
30-Aug-2010	David Smith	Telephone attendance on representatives of Hopgood Ganim to discuss various issues relation to the security documents and the tenements. Drafting a schedule of registration costs to be circulated amongst the transaction parties. Drafting a Completion Authority document to be executed by each of the Norton entities. Conferring with Stephen Skinner in relation to searches of various caveats to be obtained and attendance on obtaining those searches. Telephone attendance on the Department of Mines and Petroleum to discuss various issues. Reading and considering the executed Power of Attorney sent to us by Heather Thompson. Reviewing the marked up completion checklist circulated by Emma Block and conferring with Stephen Skinner in relation to the same. Reading and considering a large number of emails from various transaction parties with respect to the various issues.	\$400.00	8:00	\$3,200.00
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Time Total 381:30 \$169,881.60

ANNEXURE - Time Transaction Detail - 70114687

Blake Dawson
Lehman Brothers Holdings Inc

Our Reference
JJO EBK 07 2023 0518

Norton Gold Fields Limited note issues - Queensland security

Date	Fee Earner	Description	Hourly Rate	HH:MM	Value
02-Aug-2010	Emma Block	Email to Stephen Skinner with agenda for call. Telephone conversation with Stephen regarding email. Email to Jones Day with amended agenda. Preparation of legal opinion.	\$520.00	1:40	\$866.65
02-Aug-2010	Emma Block	Telephone call with Jones Day to discuss outstanding points. Reviewing position regarding appointment of new Security Trustee.	\$520.00	2:00	\$1,040.00
02-Aug-2010	Emma Block	Telephone call with Stephen and David to discuss outstanding issues. Telephone call with Richard at Hopgood Ganim to discuss documentation and appointment of Security Trustee. Email to Hopgood Ganim regarding appointment of Security Trustee.	\$520.00	1:00	\$520.00
02-Aug-2010	Emma Block	Drafting Mining Tenement Schedule for Queensland interest. Discussing tenement list with Gavin Scott. Amending tenement list to reflect discussions.	\$520.00	2:12	\$1,144.00
02-Aug-2010	Emma Block	Drafting Legal Opinion. Reviewing emails and amended documents from Hopgood Ganim. Email to Jones Day regarding outstanding issues.	\$520.00	2:35	\$1,343.35
02-Aug-2010	Gavin Scott	Review of amendments to mining tenement table.	\$520.00	0:15	\$130.00
02-Aug-2010	Jock O'Shea	Reviewing emails from Jones Day, Blake Dawson Perth and Hopgood Ganim on a range of outstanding issues and preparing a list of issues ahead of our conference call with Jones Day later today. Considering the proposal from Hopgood Ganim in relation to the replacement of the security trustee and drafting an email suggesting an alternative approach.	\$600.00	1:00	\$600.00
02-Aug-2010	Jock O'Shea	Conference call with Jones Day and Blake Dawson Perth about outstanding issues to be raised with Lehman and to be addressed with Hopgood Ganim.	\$600.00	1:10	\$700.00
02-Aug-2010	Jock O'Shea	Telephone discussion with Stephen Skinner and David Smith, together with Emma Block, about outstanding issues and the best way to progress these. Telephone discussion, together with Emma Block, with Richard Hanel (Hopgood Ganim) to follow up on outstanding issues. Telephone discussion with James Marshall (acting for the liquidators of LBAL) to follow up on our request for the liquidators' comments.	\$600.00	0:35	\$350.00
03-Aug-2010	Emma Block	Reviewing emails and amended documents from Hopgood Ganim. Preparation of Legal opinion.	\$520.00	1:45	\$910.00

ANNEXURE - Time Transaction Detail - 70114687

Blake Dawson

Lehman Brothers Holdings Inc

Our Reference
JJO EBK 07 2023 0518

Norton Gold Fields Limited note issues - Queensland security

Date	Fee Earner	Description	Hourly Rate	HH:MM	Value
03-Aug-2010	Emma Block	Drafting legal opinion. Update of progress on matter. Considering outstanding points and issues.	\$520.00	3:00	\$1,560.00
03-Aug-2010	Gavin Scott	Settling mining tenement advice.	\$520.00	0:35	\$303.35
03-Aug-2010	Jock O'Shea	Reading and considering the revised drafts of the Amendment Deed (Note Trust Deed), Amendment Deed (Security Trust Deed) and revised Security Trust Deed received from Hopgood Ganim yesterday evening, marking up with comments for Jones Day and other changes, and sending to Jones Day for review.	\$600.00	0:50	\$500.00
03-Aug-2010	Jock O'Shea	Telephone discussion with Stephen Skinner about FIRB and other opinion issues.	\$600.00	0:15	\$150.00
03-Aug-2010	Jock O'Shea	Reading and considering the revised draft advice on Queensland tenements, marking up with suggested amendments, discussing the proposed amendments with Gavin Scott, and then settling a final version and sending to Jones Day.	\$600.00	1:05	\$650.00
04-Aug-2010	Emma Block	Emails and review for call. Telephone conference call with Jones Day, Norton and Hopgood Ganim on outstanding issues. Follow up emails.	\$520.00	1:45	\$910.00
04-Aug-2010	Emma Block	Drafting legal opinion.	\$520.00	2:10	\$1,126.65
04-Aug-2010	Emma Block	Further amendments to the legal opinion.	\$520.00	1:10	\$606.65
04-Aug-2010	Jock O'Shea	Conference call with Jones Day, Norton, Hopgood Ganim on outstanding issues on the amendment and security documents.	\$600.00	1:35	\$950.00
04-Aug-2010	Jock O'Shea	Correspondence with Jones Day after our conference call about timing for the delivery of the next drafts of the Australian documents. Correspondence with Blake Dawson Sydney (representing the liquidators of LBAL) about the approval of the liquidators of LBAL of their limited involvement in this transaction.	\$600.00	0:18	\$180.00
04-Aug-2010	Jock O'Shea	Preliminary review of the draft opinion prepared by Emma Block.	\$600.00	0:20	\$200.00
05-Aug-2010	Emma Block	Drafting riders to amend QLD security documents and reviewing amendment deeds.	\$520.00	2:00	\$1,040.00
05-Aug-2010	Emma Block	Reviewing amendments to amendment deeds. Emails to Jock O'Shea regarding progress. Reviewing correspondence.	\$520.00	1:10	\$606.65
05-Aug-2010	Emma Block	Amending security documentation. Telephone calls with Stephen Skinner to discuss his comments on the drafts. Emails circulating drafts. Finalising drafts with Jock O'Shea. Discussing the FIRB issue with Jock.	\$520.00	3:15	\$1,690.00

ANNEXURE - Time Transaction Detail - 70114687

Blake Dawson

Lehman Brothers Holdings Inc

Our Reference
JJO EBK 07 2023 0518

Norton Gold Fields Limited note issues - Queensland security

Date	Fee Earner	Description	Hourly Rate	HH:MM	Value
05-Aug-2010	Jock O'Shea	Reading and considering the marked up copies of the Amendment Deeds and Security Trust Deed received from Jones Day overnight, responding with some preliminary questions, and marking these drafts up with further changes to be processed. Emails to Blake Dawson Sydney and Blake Dawson Perth with follow up questions.	\$600.00	1:05	\$650.00
05-Aug-2010	Jock O'Shea	Reading and considering David Smith's draft advice on FIRB issues, considering the threshold question of whether an interest held by a beneficiary of the security trust would be a relevant interest, and sending some further questions and analysis to David Smith and to Stephen Skinner.	\$600.00	1:15	\$750.00
05-Aug-2010	Jock O'Shea	Reviewing Emma's further revised drafts of the Amendment Deeds and Security Trust Deeds, settling, and sending to Stephen Skinner to check for consistency with the security documents.	\$600.00	2:15	\$1,350.00
05-Aug-2010	Jock O'Shea	Discussion with Tae Royle about David Smith's revised FATA analysis then drafting an email to Jones Day highlighting the key issues for them to address in order to determine whether the transaction needs to be notified to FIRB. Discussing the issues briefly with Stephen Skinner and David Smith.	\$600.00	1:25	\$850.00
05-Aug-2010	Tae Royle	FIRB analysis of security interest to be taken over mining tenements.	\$520.00	0:30	\$260.00
06-Aug-2010	Emma Block	Telephone call with Jones Day and Blake Dawson team and notes of call. Telephone call with Stephen Skinner regarding Queensland mortgages.	\$520.00	1:45	\$910.00
06-Aug-2010	Emma Block	Reviewing and commenting on completion checklist.	\$520.00	0:15	\$130.00
06-Aug-2010	Emma Block	Telephone call with Hopgood Ganim to update position and review completion mechanics. Reviewing advice to flag issues which need to be included in our documentation.	\$520.00	1:30	\$780.00
06-Aug-2010	Emma Block	Reviewing email regarding direction of noteholder. Preparing draft form of instruction to be sent by Citivic to the retiring Security Trustee. Telephone conversation with Hopgood Ganim to discuss mechanics of Security Trustee retirement. Email setting out our view regarding retirement and circulating draft instruction letter. Reviewing Addendum to notice and discussing with Jock O'Shea. Considering issue raised in draft opinion.	\$520.00	3:20	\$1,733.35
06-Aug-2010	Emma Block	Reviewing and considering opinion.	\$520.00	0:25	\$216.65

ANNEXURE - Time Transaction Detail - 70114687

Blake Dawson
Lehman Brothers Holdings Inc

Our Reference
JJO EBK 07 2023 0518

Norton Gold Fields Limited note issues - Queensland security

Date	Fee Earner	Description	Hourly Rate	HH:MM	Value
06-Aug-2010	Jock O'Shea	Conference call with Jones Day about FIRB approval and other outstanding issues.	\$600.00	0:55	\$550.00
06-Aug-2010	Jock O'Shea	Reviewing the security documents circulated last night and checking Queensland-specific provisions.	\$600.00	0:20	\$200.00
06-Aug-2010	Jock O'Shea	Settling a preliminary draft opinion and circulating internally for review and initial opinions panel input.	\$600.00	1:55	\$1,150.00
06-Aug-2010	Jock O'Shea	Conference call with Hopgood Ganim, together with Stephen Skinner, David Smith and Emma Block, to discuss items on the closing agenda and other outstanding issues.	\$600.00	0:30	\$300.00
06-Aug-2010	Jock O'Shea	Considering priority issues in respect of the different types of registered security to be granted, checking the relevant provisions of the Mineral Resources Act (Qld), amending our opinion, and seeking preliminary opinions panel input.	\$600.00	0:35	\$350.00
06-Aug-2010	Jock O'Shea	Reviewing a draft addendum to notice of meeting prepared by Hopgood Ganim, checking, and marking up with suggested amendments. Sending to Jones Day for review under an explanatory covering email.	\$600.00	0:40	\$400.00
06-Aug-2010	Jock O'Shea	Considering correspondence from Hopgood Ganim about the mechanism for replacement of the security trustee, reviewing Emma's draft direction, and then discussing with Emma the steps required to effect the replacement of the security trustee.	\$600.00	0:35	\$350.00
06-Aug-2010	Jock O'Shea	Discussing with Gavin Scott the Queensland-specific changes required to the form of mining mortgage, marking these up, and providing to Stephen Skinner for incorporation into the next draft.	\$600.00	0:15	\$150.00
06-Aug-2010	John Field	Opinions Panel: review proposed opinion wording on existing registered charges; comments to Jock O'Shea; review and discuss open issues regarding Qld mining leases.	\$750.00	0:35	\$437.50
09-Aug-2010	Emma Block	Telephone conference with Hopgood Ganim to discuss progress of transaction.	\$520.00	0:30	\$260.00
09-Aug-2010	Emma Block	Telephone call with Jones Day to discuss progress of transaction and update of call with Hopgood Ganim.	\$520.00	0:42	\$364.00
09-Aug-2010	Emma Block	Amending opinion to distinguish between jurisdictions. Reviewing Stephen's amendments and comments on the Legal opinion. Considering the QLD mining form and liaising with Gavin Scott regarding registration.	\$520.00	1:35	\$823.35

ANNEXURE - Time Transaction Detail - 70114687

Blake Dawson

Lehman Brothers Holdings Inc

Our Reference
JJO EBK 07 2023 0518

Norton Gold Fields Limited note issues - Queensland security

Date	Fee Earner	Description	Hourly Rate	HH:MM	Value
09-Aug-2010	Emma Block	Telephone conference with Hopgood Ganim to discuss documents and outstanding points. Reviewing revised form of Addendum. Telephone discussion with Hopgood Ganim regarding revised form of Addendum. Email to Jones Day team setting out approach to the revised Addendum. Reviewing Security Trust Deed to consider comments from Hopgood Ganim's call. Liasing with Hopgood Ganim regarding draft documentation.	\$520.00	3:55	\$2,036.65
09-Aug-2010	Emma Block	Meeting with Gavin Scott to discuss the Queensland Mining Tenements and the registration of those.	\$520.00	0:10	\$86.65
09-Aug-2010	Jock O'Shea	Conference call with Hopgood Ganim, together with Emma Block and Stephen Skinner, to seek feedback on the status of draft documentation and other items.	\$600.00	0:25	\$250.00
09-Aug-2010	Jock O'Shea	Conference call with Jones Day, together with Emma Block and Stephen Skinner, to provide feedback from Hopgood Ganim on the status of draft documentation and other items and to discuss next steps.	\$600.00	0:35	\$350.00
09-Aug-2010	Jock O'Shea	Updating the list of outstanding issues prepared by Emma and circulating to the team. Discussion with Stephen Skinner about the FIRB application and about contacting Lehman Commercial Paper Inc.	\$600.00	0:25	\$250.00
09-Aug-2010	Jock O'Shea	Reviewing Stephen Skinner's comments on our draft opinion from a Western Australian perspective, responding to his questions, and briefing Emma on further changes to cover the Initial Senior Note.	\$600.00	0:40	\$400.00
09-Aug-2010	Jock O'Shea	Discussion with Richard Hanel (HG) about the addendum to be sent to the existing noteholders. Coordinating conference calls this morning.	\$600.00	0:10	\$100.00
09-Aug-2010	Jock O'Shea	Reviewing Emma's revised draft of our opinion covering the Initial Senior Note and consequential changes and settling.	\$600.00	0:25	\$250.00
09-Aug-2010	Jock O'Shea	Considering Stephen Skinner's updated comments on a possible exemption from notification under FATA and calling David Smith to discuss.	\$600.00	0:25	\$250.00
09-Aug-2010	John Field	Opinions Panel: review revised draft opinions from Stephen Skinner and Jock O'Shea.	\$750.00	0:15	\$187.50
10-Aug-2010	Emma Block	Reviewing revised drafts circulated by Hopgood Ganim. Reviewing Jones Day comments on revised drafts.	\$520.00	1:12	\$624.00
10-Aug-2010	Emma Block	Telephone call with Jones Day regarding draft documents and update.	\$520.00	0:45	\$390.00

ANNEXURE - Time Transaction Detail - 70114687

Our Reference
JJO EBK 07 2023 0518

Blake Dawson
Lehman Brothers Holdings Inc

Norton Gold Fields Limited note issues - Queensland security

Date	Fee Earner	Description	Hourly Rate	HH:MM	Value
10-Aug-2010	Emma Block	Meeting with Steve Paterson to discuss tax aspects of opinion. Email to Hopgood Ganim regarding revised documentation. Email to Hopgood Ganim regarding organising call to discuss corporate authorisations and closing. Telephone call with Stephen to discuss definition of Event of Default and FIRB. Discussing FIRB with Jock O'Shea. Updating Serge with respect to arranging closing.	\$520.00	2:15	\$1,170.00
10-Aug-2010	Emma Block	Telephone call with Hopgood Ganim to discuss amendments. Discussions with Stephen regarding outstanding issues. Meeting with Steve Paterson to discuss mortgage duty. Discussion with Tae Royle to discuss FIRB. Telephone conversation and email correspondence with David Smith regarding FIRB. Discussing Hopgood Ganim comments with Jock O'Shea.	\$520.00	1:15	\$650.00
10-Aug-2010	Emma Block	Telephone calls with Stephen Skinner to discuss security documents and open issues. Telephone call with Hopgood Ganim to discuss amendment documents. Telephone call with Hopgood Ganim and Stephen Skinner to discuss FIRB. Telephone call with Michele at Hopgood Ganim to discuss amendment documentation. Reviewing and amending amendment documentation. Email to all parties circulating documentation. Email to Jones Day.	\$520.00	4:45	\$2,470.00
10-Aug-2010	Jock O'Shea	Reviewing the revised drafts of the Security Trust Deed and Amendment Deed (Note Trust Deed) received from Hopgood Ganim overnight. Reviewing the revised drafts of the securities circulated by Stephen Skinner last night and sending him a note on additional issues that need to be discussed with Jones Day. Reviewing Stephen's final WA comments on our draft opinion, updating the draft, and sending to Jones Day for review. Reviewing David Smith's draft FIRB Forms and providing comments.	\$600.00	1:30	\$900.00
10-Aug-2010	Jock O'Shea	Reading and considering the Jones Day markup of the Australian documents and noting points to discuss with them.	\$600.00	0:20	\$200.00
10-Aug-2010	Jock O'Shea	Conference call with Jones Day, together with Emma Block and Stephen Skinner, to discuss Hopgood Ganim's revised drafts of last night and outstanding issues that need to be addressed in the drafting and in discussions with Hopgood Ganim.	\$600.00	0:35	\$350.00

ANNEXURE - Time Transaction Detail - 70114687

Blake Dawson
Lehman Brothers Holdings Inc

Our Reference
JJO EBK 07 2023 0518

Norton Gold Fields Limited note issues - Queensland security

Date	Fee Earner	Description	Hourly Rate	HH:MM	Value
10-Aug-2010	John Field	Opinions Panel: review further draft of opinion from Stephen Skinner addressing WA tenement issues.	\$750.00	0:10	\$125.00
10-Aug-2010	Steven Paterson	Reviewing security trust opinion; reviewing security trust documents; analysing open issues; drafting statutory forms; amending opinion; drafting summary email explaining stamp duty application and recommendations.	\$640.00	4:04	\$2,602.65
11-Aug-2010	Steven Paterson	Progressing advice regarding outstanding issues in the Documents.	\$640.00	0:40	\$426.65
12-Aug-2010	Bill Cannon	Reviewing stamp duty aspects of opinion.	\$995.00	0:30	\$497.50
12-Aug-2010	Jock O'Shea	Reviewing comments from Hopgood Ganim for discussion on this morning's call and noting points to raise on relevant issues.	\$600.00	0:12	\$120.00
12-Aug-2010	Jock O'Shea	All-parties conference call (including Jones Day, Norton, Hopgood Ganim, LAMCO and White & Case) to discuss outstanding issues on the note and security documents.	\$600.00	2:10	\$1,300.00
12-Aug-2010	Jock O'Shea	Participating in a wrap up call with Jones Day and Lehman after our all-parties call tonight.	\$600.00	0:18	\$180.00
12-Aug-2010	Jock O'Shea	Considering the detail of an early redemption proposal discussed on the call earlier today and sending Jones Day a detailed note setting out a possible approach. Revising that note and forwarding to Hopgood Ganim for review.	\$600.00	0:40	\$400.00
12-Aug-2010	Jock O'Shea	Telephone discussion with Hopgood Ganim about our proposal for early redemption of the notes then revising my original proposal and sending to Jones Day for review.	\$600.00	0:22	\$220.00
14-Aug-2010	Jock O'Shea	Reviewing correspondence about the meeting mechanics ahead of Monday's meeting, sending Jones Day a detailed analysis of the relevant provisions and sending Hopgood Ganim an email seeking confirmation of the entitlement of relevant parties to vote.	\$600.00	0:50	\$500.00
16-Aug-2010	Bill Cannon	Telephone call with Steve Paterson regarding Lehman.	\$995.00	0:15	\$248.75
16-Aug-2010	Emma Block	Telephone call with Marcus Avery at PBB to obtain update of LBAL's position with respect to entry into the documents. Further telephone call with Marcus at PBB confirming their position.	\$520.00	0:20	\$173.35
16-Aug-2010	Emma Block	Telephone call to Richard Hanel. Reviewing position with respect to emails and calls over last few days and updating outstanding issues list. Reviewing Security documents to ensure definition of Event of Default works.	\$520.00	0:40	\$346.65

ANNEXURE - Time Transaction Detail - 70114687

Blake Dawson
Lehman Brothers Holdings Inc

Our Reference
JJO EBK 07 2023 0518

Norton Gold Fields Limited note issues - Queensland security

Date	Fee Earner	Description	Hourly Rate	HH:MM	Value
16-Aug-2010	Jock O'Shea	Reading and considering Steve Paterson's stamp duty analysis of the transaction and sending him an email.	\$600.00	0:12	\$120.00
16-Aug-2010	Jock O'Shea	Telephone discussion with Stephen Skinner about outstanding items on the securities.	\$600.00	0:08	\$80.00
16-Aug-2010	Jock O'Shea	Meeting with Steve Paterson to discuss the implications of the change in the security trust.	\$600.00	0:15	\$150.00
16-Aug-2010	Jock O'Shea	Meeting with Steve Paterson to discuss tax points.	\$600.00	0:15	\$150.00
16-Aug-2010	Jock O'Shea	Meeting with Emma Block to run through the list of outstanding issues to be addressed in the Norton amendment and security documents.	\$600.00	0:12	\$120.00
16-Aug-2010	Steven Paterson	Drafting advice regarding execution of the documents.	\$640.00	1:51	\$1,184.00
17-Aug-2010	Bill Cannon	Phone conference with Steve Paterson regarding open points.	\$995.00	0:15	\$248.75
17-Aug-2010	Emma Block	Reviewing table of action points. Email to Stephen Skinner with table.	\$520.00	0:10	\$86.65
17-Aug-2010	Emma Block	Telephone call with Richard Hanel regarding PBB's response to the transaction. Telephone call with Clayton Utz regarding PBB's response to the transaction and requesting written confirmation of that response. Preparing file note of conversation.	\$520.00	0:20	\$173.35
17-Aug-2010	Emma Block	Reading and considering status checklist and email correspondence.	\$520.00	0:10	\$86.65
17-Aug-2010	Steven Paterson	Drafting stamp duty advice.	\$640.00	3:32	\$2,261.35
18-Aug-2010	Emma Block	Drafting form MRA-25.	\$520.00	0:10	\$86.65
19-Aug-2010	Emma Block	Drafting form MRA-25's for registration of security in Qld. Liaising with Gavin Scott regarding forms. Liaising with Stephen Skinner regarding forms. Email to Perth office regarding forms. Reviewing FIRB position. Liaising with PPB regarding liquidator's position. Reviewing and considering requested amendment to amendment documents received from Daniel Pinti at Hopgood Ganim. Preparing response for review by Jock O'Shea. Considering Native Title position and emails regarding it.	\$520.00	6:45	\$3,510.00
20-Aug-2010	Emma Block	Reviewing emails from Gavin Scott regarding mining tenements in Queensland. Amending registration forms. Email to Stephen and David regarding registration of interest in Queensland mining tenements.	\$520.00	0:25	\$216.65
20-Aug-2010	Emma Block	Correspondence with Hopgood Ganim regarding details of PPB and notices.	\$520.00	0:10	\$86.65

ANNEXURE - Time Transaction Detail - 70114687

Blake Dawson
Lehman Brothers Holdings Inc

Our Reference
JJO EBK 07 2023 0518

Norton Gold Fields Limited note issues - Queensland security

Date	Fee Earner	Description	Hourly Rate	HH:MM	Value
20-Aug-2010	Emma Block	Telephone call with Hopgood Ganim to consider progress and discuss outstanding closing documentation. Considering FIRB issue. Considering emails on Native Title issue.	\$520.00	1:12	\$624.00
23-Aug-2010	Jock O'Shea	Telephone discussion with Hopgood Ganim about the revised proposal for redemption and conversion.	\$600.00	0:25	\$250.00
23-Aug-2010	Jock O'Shea	Correspondence with Jones Day in relation to the new proposal and the mechanics of noteholder and beneficiary approval. Considering the relevant provisions of the note trust deed and security trust deed.	\$600.00	0:35	\$350.00
24-Aug-2010	Emma Block	Reviewing emails from Jones Day regarding transaction issues, including FIRB, Native Title, Voting rights and legal opinion. Reviewing Jones Day comments on the legal opinion. Updating outstanding issues table.	\$520.00	1:05	\$563.35
24-Aug-2010	Emma Block	Telephone call with Jones Day regarding outstanding points and review of legal opinion.	\$520.00	1:10	\$606.65
24-Aug-2010	Emma Block	Telephone call with Stephen Skinner and David Smith regarding outstanding action.	\$520.00	0:15	\$130.00
24-Aug-2010	Emma Block	Drafting documentation to effect retirement and appointment of Security Trustee. Reviewing draft documents to effect retirement prepared by Hopgood Ganim.	\$520.00	1:08	\$589.35
24-Aug-2010	Emma Block	Reviewing security documents and emails. Preparing and reviewing list of Permitted Liens. Liasing with Perth office regarding finalisation of Security Documents.	\$520.00	0:55	\$476.65
24-Aug-2010	Jock O'Shea	Conference call with Jones Day, together with Stephen Skinner and Emma Block, to discuss outstanding issues. Brief follow up call with Stephen.	\$600.00	1:25	\$850.00
24-Aug-2010	Jock O'Shea	Considering the mechanics of noteholder and beneficiary approval and sending an explanatory email to Jones Day. Considering other outstanding issues ahead of our call with Jones Day later this morning.	\$600.00	0:25	\$250.00
24-Aug-2010	Jock O'Shea	Telephone discussion with Hopgood Ganim about the redemption / conversion proposal.	\$600.00	0:12	\$120.00
24-Aug-2010	Jock O'Shea	Drafting a proposal for the mechanics of redemption and conversion and sending to Hopgood Ganim for review.	\$600.00	0:40	\$400.00

ANNEXURE - Time Transaction Detail - 70114687

Blake Dawson

Lehman Brothers Holdings Inc

Our Reference
JJO EBK 07 2023 0518

Norton Gold Fields Limited note issues - Queensland security

Date	Fee Earner	Description	Hourly Rate	HH:MM	Value
25-Aug-2010	Emma Block	Telephone call with Chloe McIroy regarding finalisation of Qld Mortgages. Email to Stephen Skinner regarding taking security over interests of Norton Gold Mine.	\$520.00	0:10	\$86.65
25-Aug-2010	Emma Block	Reviewing amendment documentation to consider the mechanics of the redemption and conversion. Amending the documents to reflect the agreed position.	\$520.00	3:15	\$1,690.00
25-Aug-2010	Emma Block	Reviewing and commenting on proposed minutes and certificates from Hopgood Ganim. Reviewing and commenting on revised completion checklist from Hopgood Ganim. Updating status list.	\$520.00	2:15	\$1,170.00
25-Aug-2010	Emma Block	Reviewing Global certificate.	\$520.00	0:19	\$164.65
25-Aug-2010	Emma Block	Telephone calls with Hopgood Ganim. Liasing with our Perth office regarding finalising QLD security documents, including email correspondence and telephone calls. Discussing security issues with our mining resources team. Considering redemptions and conversion mechanics. Considering how closing date of 31 August can be met with obtaining appropriate approvals. Discussing Global Note provisions with Jock O'Shea.	\$520.00	3:20	\$1,733.35
25-Aug-2010	Jock O'Shea	Reviewing an email from Hopgood Ganim with a revised proposal for redemption and cancellation and then responding.	\$600.00	0:10	\$100.00
25-Aug-2010	Jock O'Shea	Telephone discussion with Hopgood Ganim about the implementation of the redemption / conversion proposal. Follow up email to Jones Day on our conclusions.	\$600.00	0:35	\$350.00
25-Aug-2010	Michael Rice	Reviewing WA mining tenement report and mining districts.	\$300.00	0:20	\$100.00
26-Aug-2010	Bronwyn Kirkwood	Review of Senior Note. Providing suggested changes to drafting for withholding tax and gross up. Email correspondence and discussion with Teresa Dyson.	\$700.00	1:05	\$758.35
26-Aug-2010	Emma Block	Reviewing completion checklist. Discussing completion mechanics with Jock. Telephone call with Jones Day to discuss matter and closing. Telephone call with Jones Day and Hopgood Ganim to discuss outstanding issues and closing mechanics. Considering the amendments to the Senior Note which were made by Jones Day.	\$520.00	3:35	\$1,863.35

ANNEXURE - Time Transaction Detail - 70114687

Blake Dawson

Lehman Brothers Holdings Inc

Our Reference
JJO EBK 07 2023 0518

Norton Gold Fields Limited note issues - Queensland security

Date	Fee Earner	Description	Hourly Rate	HH:MM	Value
26-Aug-2010	Emma Block	Reviewing Jock O'Shea's queries on Jones Day amendments to Senior Note. Calling PPB to discuss closing. Discussing senior note with Jock O'Shea and its effect on Security Trust Deed.	\$520.00	1:15	\$650.00
26-Aug-2010	Emma Block	Reviewing Security Documents to consider definition of Permitted Lien. Discussing definitions with Stephen Skinner. Reviewing and amending the Senior Note, reviewing and amending the complete suite of amendment documents. Reviewing and updating the draft Legal Opinion. Emails to Jones Day circulating comments on Senior Note. Internal email circulating Amendment Documents. Telephone discussions with Stephen Skinner to obtain clarification on position agreed with Hopgood Ganim. Telephone calls with PPB to discuss execution of documents.	\$520.00	9:45	\$5,070.00
26-Aug-2010	Jock O'Shea	Considering the revised draft closing checklist circulated by Hopgood Ganim and updating in anticipation of our call this morning.	\$600.00	0:45	\$450.00
26-Aug-2010	Jock O'Shea	Reviewing tax comments on the Senior Note. Meeting with Emma Block to discuss the necessary changes to the completion checklist ahead of our call with Jones Day this morning. Joining a call with Jones Day, together together with Emma Block and Stephen Skinner, to discuss outstanding items.	\$600.00	2:00	\$1,200.00
26-Aug-2010	Jock O'Shea	Conference call with Hopgood Ganim and Jones Day.	\$600.00	1:00	\$600.00
26-Aug-2010	Jock O'Shea	Reading and considering the draft resolutions and offer documents for the note redemption and conversion and then providing comments to Hopgood Ganim.	\$600.00	0:25	\$250.00
26-Aug-2010	Teresa Dyson	Reading and considering the draft Senior Note.	\$990.00	0:10	\$165.00

ANNEXURE - Time Transaction Detail - 70114687

Blake Dawson

Lehman Brothers Holdings Inc

Our Reference
JJO EBK 07 2023 0518

Norton Gold Fields Limited note issues - Queensland security

Date	Fee Earner	Description	Hourly Rate	HH:MM	Value
27-Aug-2010	Emma Block	Drafting notices and finalising notices for the retirement and appointment of Security Trustee. Reviewing draft circular and offering documents prepared by Hopgood Ganim. Reviewing and amending legal opinion. Liasing with Stephen Skinner regarding Security documents. Reviewing amended security documents to ensure consistency between all documents. Telephone conversations throughout the day with Hopgood Ganim regarding progress and finalising documents. Liasing with PPB to have documents signed by the liquidator. Reviewing power of attorney to ensure all documents covered. Finalising Conditions Precedent. Agreeing form of Conditions Precedent and commenting on Conditions Precedent. Reviewing constitutional documents. Email correspondence with Jones Day regarding various documents and issues. Reviewing and amending all amendment documents.	\$520.00	14:10	\$7,366.65
27-Aug-2010	Jock O'Shea	Reading and considering drafts of the Amendment Deed (Note Trust Deed), Amendment Deed (Security Trust Deed), Security Trust Deed and Security Trustee Replacement Deed prepared by Emma Block, marking up with further changes, and then sending to Hopgood Ganim for review.	\$600.00	1:45	\$1,050.00
27-Aug-2010	Jock O'Shea	Responding to questions from Jones Day about the conversion mechanism and about the procedure for voting under the convertible notes.	\$600.00	0:20	\$200.00
27-Aug-2010	Jock O'Shea	Reviewing the revised draft convertible note offer document circulated by Hopgood Ganim and responding with a marked-up draft.	\$600.00	0:25	\$250.00
27-Aug-2010	Jock O'Shea	Further correspondence with Jones Day, and then with Hopgood Ganim, on the conversion mechanism and the structure of the offer to convertible noteholders.	\$600.00	0:25	\$250.00
27-Aug-2010	Jock O'Shea	Meeting with Steve Paterson to discuss open issues.	\$600.00	0:25	\$250.00
27-Aug-2010	Jock O'Shea	Reviewing draft instructions to the security trustee, discussing with Emma, and settling. Meeting with Serge Radojevic and Emma to step through the closing checklist and identify items needing urgent attention. Telephone call with Hopgood Ganim about outstanding items and about the authorisation process.	\$600.00	1:05	\$650.00

ANNEXURE - Time Transaction Detail - 70114687

Blake Dawson

Lehman Brothers Holdings Inc

Our Reference
JJO EBK 07 2023 0518

Norton Gold Fields Limited note issues - Queensland security

Date	Fee Earner	Description	Hourly Rate	HH:MM	Value
27-Aug-2010	Steven Paterson	Considering revised opinion and documents having regard to potential stamp duty implications.	\$640.00	0:18	\$192.00
28-Aug-2010	Emma Block	Reviewing and responding to emails from Jones Day.	\$520.00	0:15	\$130.00
28-Aug-2010	Jock O'Shea	Reviewing email correspondence from Jones Day overnight and sending a summary of LBCC's position on outstanding items to Hopgood Ganim. Email correspondence with Jones Day on the response from Michele Muscillo (Hopgood Ganim).	\$600.00	0:25	\$250.00
28-Aug-2010	Jock O'Shea	Reviewing and commenting on further revised drafts of the resolutions of convertible noteholders. Reviewing comments from Hopgood Ganim on the drafts of the amendment documents to the security trust and note trust that we circulated earlier today and providing comments on these to Jones Day. Email correspondence with Jones Day about these changes and other outstanding issues.	\$600.00	2:35	\$1,550.00
29-Aug-2010	Jock O'Shea	Reading and considering correspondence between Jones Day and Hopgood Ganim during the course of the day on outstanding issues. Reviewing the interim drafts of the Security Trust Deed and Amendment Deed (Note Trust Deed) prepared by Emma Block, and amending these further to reflect the status of negotiations on outstanding points, then sending to Jones Day for review.	\$600.00	0:45	\$450.00
30-Aug-2010	Emma Block	Drafting email to John Field to have opinion finalised. Reviewing email correspondence from over weekend and considering status of documents and Conditions Precedent. Updating checklist. Discussion closing with Jock O'Shea. Calling Michele at Hopgood Ganim to obtain an update.	\$520.00	1:30	\$780.00
30-Aug-2010	Emma Block	Updating action list. Email to Stephen Skinner regarding registration fees. Reviewing position regarding postponed closing date. Reviewing comments on opinion.	\$520.00	1:00	\$520.00

ANNEXURE - Time Transaction Detail - 70114687

Blake Dawson

Lehman Brothers Holdings Inc

Our Reference
JJO EBK 07 2023 0518

Norton Gold Fields Limited note issues - Queensland security

Date	Fee Earner	Description	Hourly Rate	HH:MM	Value
30-Aug-2010	Emma Block	Telephone calls with PPB to obtain update. Updating status table. Checking documents that are being signed by PPB to ensure that changes not required as a result of the adjournment of meeting on 30 August. Calls with Hopgood Ganim regarding instruction letter to DEEDI for registration of mortgages. Telephone calls with Hopgood Ganim regarding update on Condition Precedent documentation. Liasing with Jock O'Shea regarding PPB. Revising legal opinion following on from input from Opinions committee. Internally circulating outstanding issues list which was updated. Reviewing search results for mining tenements in Queensland following on from query from Blake Dawson in Perth. Responding to query. Further telephone calls with Hopgood Ganim to consider notices and Citivic co-operation. Preparing review of outstanding drafting points for inclusion in the completion checklist. Discussing constitutions with Serge Radojevic. Reviewing company constitution results with Serge. Email to Hopgood Ganim requesting further information with respect to Company constitutions. Reviewing latest versions of documents to ensure all changes over the weekend included.	\$520.00	7:30	\$3,900.00
30-Aug-2010	Jock O'Shea	Reviewing emails overnight from Jones Day and others. Responding to Jones Day on the status of the amendment documents. Reviewing Emma Block's revised draft of our opinion, amending slightly, and sending to Steve Paterson for final signoff.	\$600.00	0:40	\$400.00
30-Aug-2010	Jock O'Shea	Meeting with Emma Block to discuss points requiring action this morning. Call to Hopgood Ganim for an update on outstanding issues on the documentation. Email to Stephen Skinner to confirm outstanding points from a WA perspective.	\$600.00	0:20	\$200.00
30-Aug-2010	Jock O'Shea	Meeting with Steve Paterson to settle revised wording on open aspects of our opinion.	\$600.00	0:15	\$150.00
30-Aug-2010	Jock O'Shea	Reviewing Jones Day comments on the security documents. Telephone discussion with Stephen Skinner about open issues.	\$600.00	0:20	\$200.00
30-Aug-2010	John Field	Opinions Panel: review final draft of closing opinion; comments to Jock O'Shea and Stephen Skinner.	\$750.00	0:50	\$625.00

ANNEXURE - Time Transaction Detail - 70114687

Blake Dawson

Lehman Brothers Holdings Inc

Our Reference
JJO EBK 07 2023 0518

Norton Gold Fields Limited note issues - Queensland security

Date	Fee Earner	Description	Hourly Rate	HH:MM	Value
30-Aug-2010	Steven Paterson	Drafting stamp duty component of the opinion having regard to the revised documentation.	\$640.00	2:13	\$1,418.65
			Time Total	179:57	\$100,051.85

Annexure D – Proposed Order

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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:
In re : **Chapter 11 Case No.**
:
LEHMAN BROTHERS HOLDINGS INC., et al., : **08-13555 (JMP)**
:
Debtors. : **(Jointly Administered)**
:
:
:
-----x

**ORDER AWARDING COMPENSATION AND REIMBURSEMENT OF
EXPENSES TO BLAKE DAWSON**

Upon consideration of the application of Blake Dawson for an Award of Compensation and Reimbursement of Expenses for the Period 1 August 2010 through 30 August 2010 (Application), dated 6 October September 2010, relating to the above-referenced bankruptcy case for an award of compensation for professional services performed and reimbursement of expenses incurred for the period of 1 August 2010 through 30 August 2010, and after notice and hearing thereon, and sufficient cause appearing therefore, it is hereby

ORDERED that the Application is hereby granted; and it is further

ORDERED that the Debtors pay to Blake Dawson an award of compensation in the amount of A\$269,933.45 (US\$265,455.79) for professional services rendered to the debtors during the period of 1 August 2010 through 30 August 2010; and it is further

ORDERED that the Debtors pay to Blake Dawson A\$4,445.22 (US\$4,371.48) as reimbursement of disbursement incurred during the period of 1 August 2010 through 30 August 2010; and it is further

ORDERED that the Debtors pay to Blake Dawson A\$5,940.00 (US\$5,841.47) as reimbursement for the preparation of the Application (the aggregate of the amounts of A\$269,933.45 (US\$265,455.79), A\$4,445.22 (US\$4,371.48) and A\$5,940.00 (US\$5,841.47) being the amount of A\$280,318.67 (US\$275,668.74)).

This _____ day of _____ 2010.

United States Bankruptcy Judge

Prepared and presented by:

Blake Dawson
Level 32
Exchange Plaza
2 The Esplanade
Perth, Western Australia 6000